RESOLUTION NO. 2026-07

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE NEHALEM BAY WASTEWATER AGENCY ADOPTING NEW AGENCY BYLAWS

WHEREAS, the Board of Directors of the Nehalem Bay Wastewater Agency (the "Agency") is a special district operating under the laws of the State of Oregon, responsible for providing wastewater collection, treatment, and related public utility services within its designated district boundaries; and

WHEREAS, the Board of Directors has reviewed the organizational structure, operational procedures, and governance practices of the Agency and determined that it is in the best interest of the Agency and its ratepayers to update and formalize its governing bylaws;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE NEHALEM BAY WASTEWATER AGENCY AS FOLLOWS:

Section 1. Adoption of Bylaws. The Board of Directors hereby adopts the updated bylaws attached hereto and incorporated by this reference, titled **"NEHALEM BAY WASTEWATER AGENCY BYLAWS,"** consisting of Articles I through VII, governing the name and authority, board of directors, officers, meetings, committees, financial administration and controls, and amendments.

Section 2. Superseding Prior Rules. Upon the effective date of this Resolution, these newly adopted bylaws shall supersede and replace all previous bylaws, rules, or resolutions of the Board pertaining to the subject matter contained herein.

Section 3. Effective Date. This Resolution shall take effect immediately upon its passage and adoption by the Board of Directors.

ADOPTED by the Board of Directors of the Nehalem Bay Wastewater Agency this 19 day of August, 2026.

ATTEST:

Ann Morgan

Ann Morgan, Vice-Chairman

Bruce Halverson, Manager

NEHALEM BAY WASTEWATER AGENCY BYLAWS

ARTICLE I: NAME AND AUTHORITY

Section 1. Name. This special district shall be known as the **Nehalem Bay Wastewater Agency** (hereinafter referred to as the "Agency"), operating under the laws of the State of Oregon.

Section 2. Purpose. The Agency is established and operated for the purpose of providing wastewater collection, treatment, and related public utility services within its designated district boundaries, in accordance with applicable local, state, and federal laws.

ARTICLE II: BOARD OF DIRECTORS

Section 1. Governing Body. The governing body of the Agency shall be a Board of Directors (hereinafter the "Board") consisting of elected or appointed members serving terms as prescribed by Oregon law.

Section 2. Powers and Duties. The Board shall have all the powers necessary for the governance, administration, and financial management of the Agency, including but not limited to:

- Establishing general policies, rules, and regulations.
- Adopting the annual budget and setting user rates, fees, and service charges.
- Authorizing major contracts, capital improvements, and expenditures.
- Appointing and evaluating the performance of the Agency Manager.

ARTICLE III: OFFICERS

Section 1. Officers. The officers of the Board shall consist of a Chairman and a Vice Chairman. The Agency does not maintain a Board Secretary position; official board minutes and records are maintained by administrative staff.

Section 2. Election and Terms. The term for a publicly elected member of the Board of Directors is four (4) years. The term for a Board Officer (Chairman and Vice Chairman) is two (2) years.

Section 3. Officer Rotation and Succession. Officer roles are rotated every election year so that each director has an opportunity to serve as an officer. A designated director may decline the officer rotation without penalty. Regardless of rotation or declination, the full Board must cast a formal majority vote to elect all officers.

Section 4. Duties of Officers:

- **Chairman:** Presides over all meetings of the Board, maintains order, signs official documents on behalf of the Agency, and serves as the primary liaison with executive staff.
- **Vice Chairman:** Performs the duties of the President in their absence or disability.

ARTICLE IV: MEETINGS

Section 1. Regular Meetings. Regular meetings of the Board shall be held on the third Wednesday of each month at 7:00 PM at the administration office, in compliance with Oregon Public Meetings Law (ORS Chapter 192).

Section 2. Special Meetings. Special meetings may be called by the President or by a majority of the Board members upon providing proper public notice conforming to statutory requirements.

Section 3. Quorum. A majority of the seated members of the Board (three of the five publicly elected directors) shall constitute a quorum for the transaction of business. No official action or vote may be taken without a quorum present.

Section 4. Voting. All official actions of the Board shall require the affirmative vote of a majority of the quorum present, except where a supermajority or specific statutory threshold is required by law. All votes shall be recorded in the official minutes.

ARTICLE V: COMMITTEES

Section 1. Standing Committees. The Agency recognizes two standing committees:

- **Budget Committee:** Consists of the five (5) publicly elected Board Directors and five (5) members of the public who are electors and property/tax payers within the district boundaries, operating pursuant to Oregon Local Budget Law.
- **Personnel Committee:** Consists of the Manager, the Executive Assistant, and two (2) Board Directors whose assignments rotate on an annual basis.

Section 2. Committee Scope. Committees shall act in an advisory or preparatory capacity—such as drafting rate schedules and wage proposals—and shall not possess final executive or spending authority unless explicitly delegated by formal Board action.

ARTICLE VI: FINANCIAL ADMINISTRATION & CONTROLS

Section 1. Fiscal Year. The fiscal year of the Agency shall commence on July 1 and end on June 30 of the following year.

Section 2. Budgetary Compliance. The Agency shall operate under an annual budget adopted in strict compliance with Oregon Local Budget Law (ORS Chapter 294).

Section 3. Internal Controls. The Board shall adopt and periodically review formal internal control policies governing accounts payable, cash receipts, payroll processing, and purchasing thresholds to ensure fiscal integrity and audit readiness.

ARTICLE VII: AMENDMENTS

These bylaws may be amended, repealed, or altered, in whole or in part, by a majority vote of the total membership of the Board at any regular or special meeting, provided that written notice of the proposed changes has been provided to all members at least five (5) days prior to the meeting.