



# ORGANIZATION OF AGREEMENT STATES

## BYLAWS

Amended August 2<sup>[54](#)</sup>, 201<sup>[46](#)</sup>

Version Number [910](#)

# Organization of Agreement States Bylaws

Amended August 24<sup>5</sup>, 2014<sup>6</sup>

Version Number 9<sup>10</sup>

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### ARTICLE I - NAME

The name of the corporation is: Organization of Agreement States which may be referred to in abbreviated form as the OAS and hereinafter is designated as the Organization.

### ARTICLE II - OBJECTIVES AND PURPOSES

**Section 1.** The Organization is a voluntary, scientific and professional society composed of representatives of States (hereinafter designated as Agreement States) that have entered into an effective agreement with the United States Nuclear Regulatory Commission (hereinafter designated as NRC) under Section 274 b. of the Atomic Energy Act of 1954, as amended (73 Stat. 689). The purpose of the Organization is to provide a mechanism for Agreement States to work with each other and with the NRC on regulatory issues associated with their respective agreements.

**Section 2.** The activities of the Organization are those appropriate to the accomplishment of the purpose stated above including:

- (i) promoting cooperation and communication among Agreement States, NRC and those States that are seeking to become Agreement States;
- (ii) supporting its members by preparing, disseminating, and promoting the exchange of information on matters affecting Agreement States programs; and
- (iii) pursuing other activities appropriate to its purpose.

**Section 3.** The Organization is not organized for profit and no part of its assets or income shall inure to the benefit of any private individual, partnership or corporation. It may accept grants or other funds to support activities appropriate to its purpose. The Organization may also own or acquire personal property, records or any other property, which in the opinion of the membership shall be necessary to carry out the purposes for which the Organization has been established. However, the Organization shall have no capital stock; no member shall at any time, either upon dissolution of the Organization or in any other event, be considered to be the owner or entitled to any extent to any of the assets, funds, or property of the Organization; and all assets, funds, and property of the Organization shall be exclusively and forever devoted to fostering activities for which the Organization has been established. This provision, however, does not prevent the reimbursement of reasonable expenses to such members of the Organization as may render services to the Organization.

**Section 4.** No Board member, Officer, or agent of, or person connected with, the Organization or any other private individual shall receive at any time any of the net earnings or pecuniary profits from the operations of the Organization, except that the Board may employ and pay any person reasonable compensation for services rendered to or for the Organization in effecting any of its purposes.

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**Section 5.** The Organization shall not engage in any activities that are inconsistent with its qualifications as a tax exempt organization under Section 501(c)(6) of the Internal Revenue code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law). All powers and activities of the Organization shall be exercised and managed directly by the Board of Directors of the Organization.

### ARTICLE III - MEMBERSHIP

**Section 1.** The membership of the Organization shall be divided into the following categories:

- (i) State Member;
- (ii) Associate Member;
- (iii) Staff Member; and
- (iv) Associate Staff Member.

**Section 2.** Each Agreement State shall be entitled to one (1) State Member, who shall typically be the State's radiation control director responsible for implementation of the Agreement State program. In States where the responsibility for the Agreement State program is divided among two or more agencies, the delineation of the state member duties and responsibilities shall be determined by such State. A State Member shall be eligible to:

- (i) Vote on election of Officers and any other business that may require action by the Organization;
- (ii) Serve as an Officer of the Organization;
- (iii) Serve on any committee or working group established by the Organization; and
- (iv) Designate their proxy in writing to any Staff Member in their Agreement State program.

**Section 3.** Each State which has filed a letter of intent with the NRC, but which has not yet signed such an Agreement, shall be entitled to one (1) Associate Member. The Associate Member shall typically be the State's radiation control director responsible for implementation of the Agreement State program. An Associate Member shall be eligible to:

- (i) Serve on any committee or working group established by the Organization; and
- (ii) Designate their proxy in writing to any Associate Staff Member in their program.

**Section 4.** A State Member may designate any of their professional staff involved with the Agreement State program as a Staff Member. With the permission of their State

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Member, a Staff Member shall be eligible to:

- (i) Serve on any committee or working group established by the Organization;
- (ii) Exercise the written proxy of their State Member; and
- (iii) Serve as an Officer of the Organization.

**Section 5.** An Associate Member may designate any of their professional staff involved with the proposed Agreement State program as an Associate Staff Member. With the permission of their Associate Member, an Associate Staff Member shall be eligible to:

- (i) Serve on any committee or working group established by the Organization; and
- (ii) Exercise the written proxy of their Associate Member.

**Section 6.** Membership is open to persons qualifying in accordance with the above membership criteria and all other applicable requirements of these bylaws.

**Section 7.** Membership dues shall not be a requirement of membership. However, registration fees may be assessed to fund the various activities of the Organization. Said registration fees shall not be a requirement of, or a right for, membership.

**Section 8.** Membership in the Organization:

- (i) Ceases when any member wants to discontinue membership in the Organization; or
- (ii) Ceases when any member no longer meets the qualifications for membership set out in these bylaws for the category of membership status; or
- (iii) As appropriate, ceases automatically if the agreement of the associated Agreement State is terminated; or
- (iv) As appropriate, ceases automatically if the letter of intent to the NRC from the associated non-Agreement State is withdrawn.

## ARTICLE IV - OFFICERS AND TERMS OF OFFICE

**Section 1.** Officers and Terms.

- (i) The officers of the Organization are the Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, Director of Rulemaking, and Director of Emerging Issues and Advocacy.
- (ii) The Chair-Elect is elected to that office for a one-year term and upon expiration of the Chair-Elect's term of office, the Chair-Elect automatically advances to the office of Chair for a subsequent one-year term. Upon expiration of a Chair's term of office, the Chair automatically becomes Past-Chair for a one-year term.
- (iii) The Secretary and Treasurer are elected to office for three-year terms. The terms of office for Secretary and Treasurer shall be staggered such that, under

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normal circumstances, both offices shall not be up for election at the same time.

(iv) Directors are normally elected to office for three-year terms. Their terms shall be staggered such that, under normal circumstances, the offices shall not be simultaneously up for election.

(v) For the purpose of these bylaws, a term of office expressed in terminology relating to the “year” shall be considered to include that period of time which begins with the close of an Annual Meeting and extends through the conclusion of the next Annual Meeting, unless the calendar year is specifically designated. In any case, all of the officers serve until their successors are chosen and take office.

### **Section 2.** In the event of vacancy(ies) of the following Board positions:

#### (i) Chair

- 1) The Chair-Elect shall immediately assume the duties of the office of Chair for the remainder of the vacated term; and,
- 2) With the approval of two-thirds majority of the remaining officers of the Board, the ascending Chair will also retain the duties of the Chair-Elect until the next annual meeting.
- 3) Upon completion of the vacated term, the individual will continue as Chair and complete their duly elected term.
- 4) If a two-thirds majority vote as described in Section 2.(i)2 is not achieved, the Chair-Elect position will be filled by a special election following the procedures specified in Article VII, Section 5.

#### (ii) Chair-Elect

- 1) A special election shall be conducted as required by Article VII, Section 5.
- 2) After a special election is conducted, the Chair-Elect will complete the vacated term and continue as Chair-Elect for their duly elected term.

#### (iii) Past-Chair

- 1) When resulting from a former vacancy in the Chair position, with two-thirds majority of the remaining officers of the Board, the previous Past-Chair may continue to fill the Past-Chair office for an additional year; or
- 2) The remaining officers, by a two-thirds majority, may make an appointment to fill the unexpired term.

(iv) For the Secretary, Treasurer, Director of Rulemaking or Director of Emerging Issues and Advocacy, the remaining officers, by a two-thirds majority, may make an appointment to fill the unexpired term.

**Section 3.** No person who holds an office shall be eligible to succeed his/her current term unless he/she is filling out the unexpired term of another by appointment.

## **ARTICLE V - EXECUTIVE BOARD - DUTIES AND RESPONSIBILITIES**

**Section 1.** The executive, financial, and general administrative functions of the

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Organization shall be vested in the Organization as a whole assembled at the Annual Meeting. Otherwise, an Executive Board, consisting of a Chair, Chair-Elect, Past-Chair, Secretary, Treasurer, Director of Rulemaking, and Director of Emerging Issues and Advocacy, shall be authorized to conduct the routine business, activities, and any specific directives of the Organization, acting on behalf of, and in accordance with, the established policies and procedures of the Organization.

**Section 2.** Meetings of the Executive Board shall be held at the direction of the Chair. A quorum for an Executive Board meeting shall consist of five (5) officers including the Chair or Chair-Elect. The Chair shall call a meeting within three (3) weeks if petitioned by at least five (5) members of the Executive Board. Nothing in this Section shall be construed as requiring all officers to be present in the same location for a meeting of the Executive Board. Conference calls and other electronic technologies may be utilized to conduct meetings of the Executive Board.

**Section 3.** A majority vote of the Executive Board members present and voting shall be required for Executive Board action unless otherwise specified. All State and Associate Members shall be notified within two (2) working days, by electronic or other means, of any final action(s) taken by the Executive Board.

**Section 4.** The members of the Executive Board shall have the following duties and responsibilities:

(i) Chair

- 1) Serve as primary contact with NRC and Agreement States on all issues;
- 2) Chair the Annual Meeting;
- 3) Schedule the Executive Board meeting(s);
- 4) Establish ad-hoc positions and committees as necessary;
- 5) As appropriate, pursue action items resulting from the Annual Meeting, Executive Board meetings, business and special meetings, conference calls and Organization briefings with NRC;
- 6) Present a report at the Annual Meeting summarizing the activities of the Organization in the past year, detailing actions taken to conclude open resolutions and requirements;
- 7) Coordinate all conference calls and Organization briefings with NRC;
- 8) Write a letter to the Chairman of NRC outlining any issues resulting from the Annual Meeting;
- 9) Prepare letters to Congressional committees on Organization positions and other matters;
- 10) Perform other duties authorized or directed by the Organization;
- 11) Disseminate relevant information to all agencies within states with

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divided programs. In states with multiple programs, all programs will be notified; and,

12) Present the most recent version of the Strategic Plan at the business session of each Annual Meeting, summarizing any revisions made to the plan in the past year.

### (ii) Chair-Elect

1) Coordinate appointment of an Agreement State representative for all NRC Management Review Board (MRB) meetings;

~~1)2)~~ Coordinate activities in the absence of the Chair;

~~2)1) Coordinate agenda for the Annual Meeting;~~

3) Participate in conference calls and Organization briefings with NRC;

4) Serve as alternative note-taker at conference calls in the absence of both the Secretary and Treasurer;

5) Assist the Chair in keeping track of action items resulting from the Annual Meeting, Executive Board meetings, business and special meetings, conference calls and Organization briefings with NRC; and

6) Perform other assignments as directed by the Chair.

### (iii) Past-Chair

1) Coordinate agenda for the Annual Meeting;

~~1) Coordinate volunteer of Agreement State member(s) for NRC Integrated Materials Performance Evaluation Program (IMPEP) training;~~

2) Participate in conference calls and Organization briefings with NRC;

3) Coordinate awards and recognitions

4) Provide the Secretary with a file of all correspondence from previous term to go in the Organization archives;

5) Perform other assignments as directed by the Chair; and

6) Chair the Strategic Plan Committee.

### (iv) Secretary

1) Maintain a file of correspondence issued and received by the Organization;

2) Maintain a record of votes, resolutions, and significant decisions at the Annual Meeting and all business/special meetings of the Organization;

3) Maintain a record of votes, resolutions, and significant decisions at Executive Board meetings;

4) Serve as primary note-taker for conference calls and Organization briefings with NRC;

5) Distribute summaries of conference calls and Executive Board meetings



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to the membership;

6) Maintain an annual summary of prominent issues which may impact the Organization and its members;

7) Ensure that annual reports or other administrative documents required for maintaining the incorporation and/or tax-exempt status (as appropriate) of the Organization are filed in a timely manner with the appropriate agency(s);

8) Ensure that all associated documents, records, and properties of the Organization are transferred to the incoming Secretary;

9) Serve as a repository of records compiled by previous incumbents;

10) Perform other assignments as directed by the Chair; and

11) Serve as backup to Executive Assistant with regards to the Continuity of Operations Plan.

### (v) Treasurer

1) Serve as custodian of all moneys of the Organization;

2) Receive all moneys due to the Organization;

3) Pay all bills against the Organization for expenditures that are authorized by the membership at the Annual Meeting or by the Executive Board;

4) Participate in conference calls and Organization briefings with NRC;

5) Serve as alternative note-taker at monthly conference calls in the absence of the Secretary;

6) Coordinate with States hosting the Annual Meeting to ensure that Organization funds are made available, as approved by the Executive Board, to support local arrangements for the Meeting;

7) Present a report at the Annual Meeting on the financial status of the Organization;

8) Provide to the Secretary annual financial reports or other financial documents required for maintaining the incorporation and/or tax-exempt status (as appropriate) of the Organization so they may be filed by the Secretary in a timely manner with the appropriate agency(s);

9) Submit all accounts for audit and the end of his/her term, and transfer to his/her successor all funds and properties of the Organization; and

10) Perform other assignments as directed by the Chair.

### (vi) Director of Rulemaking

1) Research and evaluate the rulemaking activities at NRC pertinent to the materials program;

2) Determine how these activities could influence the National Materials Program (NMP), Agreement State operation, or OAS. Advise the remainder of the Executive Board of such;

3) Co-Chair the Standing Committee on Compatibility;

4) Perform other assignments as directed by the Chair; and

5) The Chair may temporarily reallocate specific duties of this position to

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other members of the Executive Board as dictated by the needs of the organization.

### (vii) Director of Emerging Issues and Advocacy

- 1) Research and evaluate emerging issues that could influence Agreement State programs. The emerging issues may include activities of NRC and other federal entities (e.g. Congress and EPA);
- 2) Determine how these emerging issues could influence the National Materials Program (NMP), Agreement State operation, or OAS. Advise the remainder of the Executive Board of such;
- 3) In coordination with the OAS Chair, serve as an advocate of the agreements and programs of Agreement States;
- 4) Coordinate volunteers for NRC/Agreement State workgroups, provide their names to NRC and maintain record of assignments;
- 5) Perform other assignments as directed by the Chair; and
- 6) The Chair may temporarily reallocate specific duties of this position to other members of the Executive Board as dictated by the needs of the organization.

## ARTICLE VI – EXECUTIVE ASSISTANT

Section 1. The Executive Board may appoint an Executive Assistant pursuant to the terms of a written Agreement and an Executive Board approved job description.

Section 2. The Executive Assistant shall carry out the duties contained in the written Agreement.

Section 3. The Agreement shall remain in full force until either party requests termination in accordance with the termination clause of the Agreement. The Agreement shall be reviewed each year and modified upon mutual agreement of both parties.

Section 4. The Executive Board shall conduct at least one performance evaluation each year.

## ARTICLE VII - NOMINATING AND VOTING PROCEDURES

**Section 1.** Regular elections shall be held during the business session of the Annual Meeting to fill those Executive Board terms expiring at the end of the Meeting. Prior to the date set for the approaching Annual Meeting, the Chair shall call for nominations.

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**Section 2.** The Chair shall present a slate of at least one candidate for each Executive Board term expiring at the end of the approaching Annual Meeting, and may solicit the membership for additional nominations. The Chair shall obtain consent from the nominees before their names are placed on the ballot.

**Section 3.** The Chair shall open the ballot during the business session. The nominations received during the call for nominations shall be presented first, after which the membership shall be given the opportunity to make additional nominations from the floor. The election shall then proceed as appropriate.

**Section 4.** The Secretary shall have the authority to cast a single ballot for the election of all unopposed nominees. Voting for a contested office shall be by secret ballot. A majority of the votes cast shall determine the election of officers. When three (3) or more individuals are contesting an Office and a majority has not obtained after a given ballot, the candidate receiving the fewest votes on that ballot shall be removed from the list of nominees and a subsequent ballot cast.

**Section 5.** Within fifteen (15) days of a vacancy in the Office of Chair-Elect, the Chair shall call for nominations. Within fifteen (15) days of a call for nominations, the Executive Board shall determine if the election will be held at a special meeting or by mail ballot. In either case, the procedures shall be as outlined in Sections 3 and 4 of this Article respectively for balloting on bylaw amendments

### ARTICLE VIII - MEETINGS AND QUORUM

**Section 1.** An Annual Meeting of the Organization shall be held each calendar year at a time and place selected by the Executive Board. There shall be at least one business session open to the membership during the Annual Meeting. Other meetings of the Organization may be held at the discretion of the Executive Board. The Chair shall oversee business sessions.

**Section 2.** A written notice of all meetings of the Organization shall be sent to the State and Associate Members at least thirty (30) days in advance of the date set for such meetings. The notice shall indicate the place, day, and hour of the meeting and, in the case of a special meeting, the purpose and purposes for which the meeting is called.

**Section 3.** A quorum for any scheduled business session, or special meeting called to address particular issues, shall consist of two-thirds of the State Members (or their proxy designees).

**Section 4.** Only State Members (or their proxy designees) may cast votes. Each State is entitled to a single, undivided vote per issue. In States where the responsibility for the

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Agreement State program is divided among two or more agencies, the single vote shall be determined by the agencies of such State.

**Section 5.** The Chair shall decide a tie vote.

**Section 6.** In the event a State is selected to host the Annual Meeting, the host State shall be responsible for all local arrangements and conducting registration. The State or Associate Member from the host jurisdiction shall serve as the meeting coordinator. Alternatively, the State or Associate Member may delegate a Staff or Associate Staff Member (as appropriate) to be coordinator after specifying this person to the Executive Board. The Chair may allow the coordinator to attend Executive Board meetings in an observer (non-voting) capacity. In the event the Annual Meeting is to be hosted by NRC, the NRC shall select a coordinator and shall be responsible for all local arrangements and registration.

### ARTICLE IX – COMMITTEES/WORKGROUPS

#### Section 1.

Standing Committees:

(i) Committee Terms. Committee member terms (with the exception of the committee chair positions):

- 1) Shall be appointed by the OAS Chair for two-year intervals;
- 2) Begin on the first day of January and end on the last day of December of the associated years;
- 3) Shall be staged such that, under normal circumstances, they shall not all be vacated at the same time; and,
- 4) Member positions that are vacated prematurely should be filled/appointed by the OAS Chair, in a timely manner.

(ii) Strategic Plan Committee.

- 1) The committee shall consist of not less than four (4) members including the OAS Past-Chair, who shall chair the committee. NRC participation should be requested through the Office of Federal and State Materials and Environmental Management (FSME). The committee chair shall coordinate associated interactions between the committee and Executive Board.
- 2) The committee shall conduct its work such that draft revisions will be submitted to the Executive Board for initial review no later than three (3) months prior to each year's annual meeting.

(iii) Standing Committee on Compatibility

The committee shall perform activities as directed by the co-chairs. Each activity assigned by the co-chairs shall be performed in accordance with a charter written for that specific activity and approved by the co-chair and Board chair.

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**Section 2.** Temporary committees and/or workgroups may be appointed by the Chair to assist the Executive Board in the development and administration of the Organization's programs, projects, and policies. All such committees and/or workgroups shall be dissolved at the end of the of the appointing Chair's term unless another date was specified when the committee or workgroup was established.

### ARTICLE X - AMENDMENTS

**Section 1.** Amendments to these bylaws may be proposed by any Executive Board member, or by any State Member, and shall require a two-thirds majority vote of the State Members.

**Section 2.** Bylaw amendments shall normally be voted on during the business session of the Annual Meeting. Prior to voting on proposed amendments at the Annual Meeting, the full text of the proposed amendments, along with any supporting rationale, shall be provided to all attending State Members for consideration. The Chair shall allow adequate time at the Annual Meeting for all State Members in attendance to review the proposal before voting may begin.

**Section 3.** Bylaw amendments may also be voted on at a special meeting, provided they are specifically listed as an agenda item for the meeting. The Secretary shall provide written notice of the full text of the proposed amendments, along with any supporting rationale, to all State Members at least thirty (30) days prior to the scheduled start date of the meeting.

**Section 4.** Mail balloting for proposed bylaw amendments is also authorized under the following conditions:

- (i) The Secretary has provided written notice of the full text of the proposed amendments, along with any supporting rationale, to all State Members; and
- (ii) A closing date for the ballot shall be included in the written notification and shall be not less than forty-five (45) days from the date the written notification is sent by the Secretary.

### ARTICLE XI - ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended upon a two-thirds vote of the Board, except that no such action shall be taken that would adversely affect the qualification of the Organization under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

### ARTICLE XII - DURATION AND DISSOLUTION

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**Section 1.** The Organization shall continue as a corporation until a proposal for dissolution shall be passed by the membership. For purposes of notice and voting requirements, any such proposal shall be treated as an amendment to the Articles of Incorporation and shall comply with the provisions of Article IX.

**Section 2.** Upon the dissolution of the Organization, the Board shall, after making provisions for the payment of all liabilities of the Organization, dispose of all of the assets of the Organization exclusively for purposes related to the purposes in Article II of the Bylaws to such organization or organizations organized and operated exclusively for educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law), as the Board shall determine.

### ARTICLE XIII - MISCELLANEOUS

**Section 1.** For the purpose of these bylaws, written notification shall be construed to include notification via letter, facsimile (FAX) or e-mail.

**Section 2.** The Chair may appoint a Parliamentarian to rule on points of order and procedure for any immediate situation not provided for in these bylaws.

**Section 3.** Notwithstanding any other provisions of these Bylaws, no Board member, Officer, employee, agent, or other representative of the Organization shall take any action or carry on any activity by or on behalf of the Organization not consistent with the exempt status of organizations described in Section 501(c)(6) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue law).

**Section 4.** The fiscal year of the Organization shall begin on the first day of January and end on the last day of December in each year.

**Section 5.** The Organization shall indemnify, to the full extent permitted by the laws of the District of Columbia, any Board member, Officer, employee, or agent of the Organization against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which such individual is made a party by reason of being or having been such Board member, Officer, employee, or agent, except that the Organization shall not indemnify such individuals for willful misconduct. Such indemnification shall not be deemed exclusive of any other rights to which such Board member, Officer, employee, or agent may be entitled under any agreement, vote of the Board, or otherwise.

**Section 6.** The Organization may purchase such liability or other insurance for Organization, directors and officers as the Board may from time to time deem advisable.