

RESOLUTION NO. 2453

RESOLUTION RATIFYING THE AMENDED ARTICLES OF AGREEMENT OF THE OREGON DISTRICT
4 COUNCIL OF GOVERNMENTS

WHEREAS, the Executive Board has reviewed the Articles of Agreement of the Oregon District 4 Council of Governments and recommended changes to the full Council; and


WHEREAS, the full Council has approved the recommended amendments; and

WHEREAS, the Albany City Council has reviewed the amended Articles of Agreement and finds them acceptable.

NOW, THEREFORE, BE IT RESOLVED, that the Albany City Council hereby ratifies the amended Articles of Agreement as approved by the Oregon District 4 Council of Governments at its meeting of March 10, 1984.

BE IT FURTHER RESOLVED that Resolution No. 2251 is hereby repealed.

DATED THIS 11TH DAY OF APRIL, 1984.



Mayor

ATTEST:



City Recorder

ARTICLES OF AGREEMENT

OREGON DISTRICT 4 COUNCIL OF GOVERNMENTS

Article I. Name.

The name of this organization shall be: Oregon District 4 Council of Governments (OD4COG), hereinafter referred to as the Council.

Article II. Authorization.

The authorization for the establishment of this organization is set forth in state enabling legislation (ORS 190.003 to 190.110) and by agreement among its members.

Article III. Purpose.

(A) Purposes

1. To provide a forum for identifying, discussing and solving areawide problems;
2. To coordinate planning and development activities among the various municipalities in District 4 in such a manner as to maximize the benefits to be derived and to discourage duplication in planning and development programs, thereby promoting the most efficient use of each tax dollar;
3. To provide clearinghouse review of all projects requesting federal or state financial assistance;
4. To perform other functions that are deemed necessary for the physical, social and economic well-being of the citizens of Benton, Lincoln and Linn Counties.

(B) Duties

1. Initiate, conduct, or cause to be conducted planning studies.
2. Prepare and adopt areawide and regional comprehensive plans, programs, or policies.
3. Prepare, adopt, and recommend policies and programs to alleviate areawide problems or improve the effectiveness, efficiency, and responsiveness of local governments and other organizations in the area.
4. Prepare, on request, studies, plans, policies, resolutions, ordinances, and similar items, for local governments and other agencies for their consideration.

5. Provide technical assistance and advice, and review and evaluate studies, plans, policies, and ordinances, on request, for local governments and other agencies.
6. Collect and distribute economic and demographic data to local governments, other agencies, private businesses and the general public.
7. Perform other services similar to the above which are consistent with the purposes of this agreement.

(C) Functions:

1. Enter into agreements with the United States , the State of Oregon, public or private agencies or corporations, and individuals for the purpose of obtaining funding or payment to carry out the objectives, programs and purposes of the Council;
2. Own or lease equipment and other property in its own name;
3. Adopt a budget indicating the receipts and expenditures of the Council and establish the amount of financial participation by each member government;
4. Seek and accept grants, gifts, loans, and donations in the name of the Council, a member government or member governments, or other public or quasi-public agencies;
5. Make, adopt, and amend Rules of Procedure and/or Bylaws consistent with this Agreement;
6. Employ staff, retain consultants, or obtain the personal services of individuals or employees of other agencies;
7. Establish advisory committees; and
8. Take such other actions as are necessary to enable the Council to carry out those functions and duties which are consistent with this agreement and state law.

Article IV. Council Governing Body Membership

- (A) Each member unit of government shall be entitled to one principle representative and an alternate selected by and from members of its elected governing body to serve on the Council governing body. Alternates may represent the member unit of government in the absence of the principal representative on the governing body and any board or committee of the Council. Representatives and alternates shall hold office until their successors are appointed.

- (B) The following units of local government shall be eligible for membership in the Oregon District 4 Council of Governments:
1. Any general purpose local government within Benton, Lincoln and Linn Counties;
 2. Any special function entity (eg. port districts, public utility districts, etc.).
- (C) An eligible unit of local government may become a member of the Council by:
1. Adopting a resolution endorsing the Articles of Agreement; and
 2. Budgeting and paying their annual dues based on their population.
- (D) A special function entity may become a member by:
1. Adopting a resolution endorsing the Articles of Agreement;
 2. Receiving the positive recommendation of the Council Sub-District Committee(s) within which the entity carries out its functions;
 3. Receiving an affirmative vote of a majority of the Executive Board accepting their request for membership; and
 4. Budgeting and paying their annual dues based on their population.
- (E) If a representative or alternate cannot meet the required qualification for his elective position, his/her position on the COG governing board shall be deemed vacant.
- (F) Termination of Membership in the Council: Membership in the Council may be terminated by notice to the Council at least 60 days prior to the beginning of the fiscal year. Membership shall be terminated upon non-payment of the members' annual assessment on or before January 31 of the appropriate year.

Article V. Officers

- (A) The officers of the Council shall consist of a Chair and Vice-Chair elected from among the general purpose local government representatives and by the duly appointed representatives on the Council, for one-year terms starting on July 1. Officers may be re-elected for up to three consecutive terms.
- (B) Chair -- The Chair shall have general supervisory and direction powers of the Council, shall preside at all Council meetings, and shall be a non-voting ex-officio member of all committees of the Council. The Chair is the sole official spokesperson of the governing body on all matters of policy and position, unless this responsibility is delegated in writing to another member of the governing body, or, a member of a board or committee appointed by the governing body.
- (C) Vice-Chair -- In the absence of the Chair, the Vice Chair shall execute all the powers of the Chair.

- (D) A vacancy in the office of Chair{man} of the Council shall be filled by the Vice-Chair for the unexpired term. In such event, a new Vice-Chair shall be elected, at the next regular or special meeting of the Council and he shall serve the balance of the term of that office.
- (E) The Chair and Vice-Chair shall not be resi-dents from the same county.

Article VI. Election of Officers

- (A) An annual organizational meeting shall be held by the Council no later than June 30th of each year during which officers for the coming year will be elected.
- (B) The Chair shall appoint a nominating committee to propose a slate of officers for the coming year.
- (C) Nominations may be made from the floor and candidates receiving a simple majority vote of those members present at the annual organizational meeting shall be declared elected.

Article VII. Organizational Procedures

- (A) The Council shall meet at least once a year, in June. At least two (2) weeks notice shall be given to the membership for a regular meeting. Regular meetings shall be held in Benton, Lincoln, Linn Counties on a rotating basis.
- (B) Additional meetings may be called by the Chair with the concurrence of two (2) additional members, or by a majority of the full membership of the Council. At least five (5) days notice shall be given to the membership for special meetings.
- (C) Each representative, or in his absence, his alternate, shall be entitled to one vote on matters before the Council.
- (D) Except as otherwise provided in these Articles of Agreement, a simple majority of the members present and voting shall be sufficient to decide a question before the Council.
- (E) A quorum shall consist of a simple majority of the representatives of the Council.
- (F) Unless otherwise specified, Roberts Rules of Order Revised shall govern the proceedings of the meetings of the Council.

Article VIII Committees

- (A) In order to carry out work of the Council, committees may be created by a majority vote of the membership. The purpose and scope of activity of each committee shall be outlined in writing.
- (B) The Chair may appoint committee chairs and members, unless the bylaws of the committee specify otherwise.

- (C) The Chair of each committee will provide written and/or oral reports of their activities to the Council Chair.

Article IX Standing Committees

The following standing Committees shall serve as advisory to the Council Governing Body and shall have Bylaws approved by the Council Governing Body:

1. Criminal Justice Technical Review Committee
2. Linn/Benton, and Lincoln Subdistrict Committees
3. Overall Economic Development Program Committee
4. Benton, Lincoln and Linn County Economic Committees
5. Senior and Disabled Services Advisory Council

Article X. Executive Board

- (A) A six-member Executive Board is hereby established composed of:.
1. One representative from each county government.
 2. One representative from a city government each county to be elected at the June meeting following the election of officers, from city representatives of each county. The Chair of each Subdistrict shall appoint a nominating committee to present a nomination for city representative from each county. Nominations can be made from the floor.
 3. Vacancies shall be filled by a vote of the city representatives present, from the county with the vacancy, at the next regular or special Subdistrict meeting.
- (B) The purpose of the Executive Board shall be to carry on the day-to-day operation of the Council and to act for the Council upon matters which have been recommended to them by the Standing Committees. Day-to-day Council operations shall include approval of bills; approval of contracts, agreements, and grants; and similar matters.
- (D) Regular Executive Board meetings shall be held on the fourth Tuesday of the month. Special meetings may be called as deemed necessary by the Chairman or by any two members of the Board.
- (E) A quorum shall consist of four (4) members.

Article XI. Finance

- (A) Revenues of the Council shall be from member contributions, grants, gifts, donations, fees or other payments received for purposes consistent with its functions.
- (B) Expenditures shall be to accomplish the purposes of the Council, including the work and supplies necessary therefore and may include payments to member governments in reimbursement for staff services provided by request of the Council.
- (C) The fiscal year of the Council shall begin July 1 and end June 30 of each year.
- (D) No later than February 28 of each year, the Executive Board shall propose a draft budget prepared by the Executive Director for the Council including the rate of dues for the following fiscal year. No later than January 31 of each year the Executive Board will propose a rate of dues for the following fiscal year.
- (E) Member agencies shall include an appropriation request in their budgets for an amount equal to the request of the Council. On or before June 30, each agency shall advise the Council of their action regarding the requested contribution. Remittance of the contribution from the member agency to the Council shall be made as soon as is practicable, but in no case later than January 31 of the appropriate year.
- (F) The Council is authorized to function as its own fiscal agent, and to establish the necessary financial, purchasing, personnel, and other policies necessary to perform as fiscal agent.
- (G) Each year the Executive Director shall develop a budget for the operation of the Council. The budget shall provide a financial plan for the accomplishments of programs adopted by the Council, including estimates of revenues and expenditures. The budget shall be adopted by the Executive Board at their May meeting and presented to the Council at the Annual June meeting.
- (H) Each year, Council financial records shall be audited in accordance with state law, appropriate federal program guidelines, and generally accepted auditing standards.

Article XII. Staff

The Council may appoint an Executive Director who shall administer the business of the Council. Under the guidelines of the approved budget, the Executive Director shall employ such professional, technical and clerical staff as needed to carry out the work of the Council. The Executive Director shall sign on behalf of the Council contracts, agreements and other official documents that have been authorized for signature by the Council. The Executive Director or his designee shall represent the Council Chair and the Council's policies and positions at appropriate meetings and to the media.

Article XV. Amendments

Amendments to the agreement may be made at any meeting of the Council providing the following procedure has been followed.: The proposed amendment together with the article to be amended and the reasons for the amendment shall be presented to the Chair not less than 15 days prior to the meeting at which the amendment is proposed to be adopted. The Chair shall provide a copy of the proposal to each representative. An amendment to the agreement will require approval by a vote equal to one vote greater than a simple majority of the Council representatives and ratification by each member agency.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed in the names of the respective member agencies by resolution adopted by the governing bodies, signed by the Chief Executive, as appropriate, duly attested to by the respective clerk, recorder or secretary with the corporate seals of said member governments being duly attached thereto.

As amended March 10, 1984