

RESOLUTION NO. 4375

WHEREAS, Oregon Cascades West Council of Governments (OCWCOG) was created by an Intergovernmental Agreement on the 1st day of September 1970 pursuant to ORS Chapter 190; and

WHEREAS, the current Articles of Agreement were amended May 16, 1996, and ratified by the member agencies August 21, 1996; and

WHEREAS, the Articles of Agreement marked Exhibit A, attached hereto and by this reference incorporated herein, were amended by the governing board of the OCWCOG on September 21, 2000; and

WHEREAS, the Articles of Agreement require amendments to be ratified by two-thirds, plus one, of the member agencies; and

WHEREAS, the effective date of the amendments to the Articles of Agreement shall be the first date on which two-thirds of the members of the existing OCWCOG, plus one, have adopted ordinances ratifying the amendments to the Articles of Agreement, which created OCWCOG as an intergovernmental entity; and


WHEREAS, the public purposes for which the intergovernmental entity was created and the powers, duties, and functions of the intergovernmental entity are as set forth in the amended Articles of Agreement; and

WHEREAS, amending the Articles of Agreement is necessary in order to allow representatives from all three-member counties to serve as chair of the governing board and to remove certain operational and procedural language more appropriate for separate Bylaws, allowing for more efficient operation of the OCWCOG; and

WHEREAS, the City Council of the City of Albany desires to be a party to the attached Articles of Agreement and to ratify the amendments to the Articles of Agreement effective August 21, 1996.

NOW, THEREFORE, be it resolved that the Albany City Council by this resolution approves the attached Articles of Agreement and hereby ratifies the amendments to the August 21, 1996, Articles of Agreement as approved by the Oregon Cascades West Council of Governments Governing Board on September 21, 2000.

Dated December 18, 2000



Mayor

ATTEST:



City Recorder



1400 Queen Ave. SE • P.O. Box 685 • Albany, Oregon 97321-0227
(541) 967-8720 • FAX (541) 967-6123

November 17, 2000

Chuck McLaran, Mayor
City of Albany
P.O. Box 490
Albany, Or. 97321

Dear Chuck,

As you may know, the Governing Board of the Oregon Cascades West Council of Governments, at its September 21, 2000, meeting unanimously approved amending the current Articles of Agreement. Consistent with Article XVI of the existing Articles of Agreement, copies of the proposed amendments and the reasons for the amendments were presented to the Chair in March of this year. Copies and drafts were shared with the Board, and hopefully shared with you for your comments and consideration.

Now that the Governing Board has approved the amendments, at least two thirds, plus one, of the member agencies must ratify that approval before the Amendments take affect.

I have attached, for your consideration, a draft Ordinance ratifying amendments to our current Articles of Agreement. I have also attached a copy of the current Articles of Agreement, with the changes proposed by the Board indicated either in italics or redlined. A copy of the new Bylaws, which will go into effect, if and when the proposed amended Articles of Agreement are ratified, is also attached. The purpose of these amendments is to place operational and administrative functions in the Bylaws, and to correct some peculiarities in the language related to election of officers.

If you have any questions or concerns, please feel free to call me (541) 967-8720, or our attorneys at (541) 752-5154. Thank you for your attention to this matter.

Sincerely,

William R. Wagner
Executive Director

Cc: Sharon Konopa
Steve Bryant

ARTICLES OF AGREEMENT

OREGON CASCADES WEST COUNCIL OF GOVERNMENTS

This Amended Intergovernmental Agreement is made and entered into on this ____ day of _____, 2000, to ~~amend~~ *supersede* the original Articles of Agreement between the parties as has been amended, approved, and ratified since the initial execution of Articles of Agreement which established or provided for the governance of OREGON CASCADES WEST COUNCIL OF GOVERNMENTS and its predecessor agencies. This Agreement shall upon adoption ~~supersede~~ *supersede* all previous Agreements which established or provided for the governance of the OREGON CASCADES WEST COUNCIL OF GOVERNMENTS and its predecessor agencies. The Council established by this Agreement shall assume all assets, liabilities, obligations, functions and authority heretofore vested in or assumed by the OREGON CASCADES WEST COUNCIL OF GOVERNMENTS. Nothing in this Agreement shall ~~supersede~~ *supersede* agreements by any member or members to assume debt, responsibility or liabilities for specific obligations of the OREGON CASCADES WEST COUNCIL OF GOVERNMENTS.

Article I. Name

The name of this organization shall be OREGON CASCADES WEST COUNCIL OF GOVERNMENTS, hereinafter referred to as the "OCWCOG".

Article II. Authorization

The authorization for the establishment of this organization as an intergovernmental entity is set forth in the State of Oregon's Intergovernmental Cooperations Statutes (ORS 190.003 to 190.110 generally, and specifically ORS 190.010 (5), as currently existing and as amended hereafter) and by agreement of its members.

Article III. Purposes

OCWCOG has been formed to:

- A. Investigate and present information on issues involving the region's physical and social condition;
- B. Facilitate regional communication on issues of mutual interest;
- C. Provide staff resources for multi-jurisdictional planning programs;
- D. Provide staff for multi-jurisdictional program operation;
- E. Offer staff resources to local governments to carry out programs or activities when such an arrangement would be beneficial; and,
- F. Conduct, on behalf of member governments, federal and state programs of a single or multi-jurisdictional nature and/or impact.

Article IV. Powers, Duties and Functions of the OCWCOG:

Consistent with this agreement and state law, OCWCOG may:

- A. Issue revenue bonds under ORS 288.802 to 288.945 to accomplish the public purposes of the parties to the Agreement if, after a public hearing, the governing body of each of the units of local government that are parties to the Agreement approves, by resolution or order, the issuance of the revenue bonds;
- B. Enter into any agreements with vendors, trustees or escrow agents for the installment, purchase or lease with option to purchase of real or personal property if the period of time allowed for payment under an agreement does not exceed 20 years;
- C. Provide for refinancing outstanding obligations of the OCWCOG, including refinancing the existing debt obligation(s) for real property;
- D. Provide for financing of capital improvements for real property of the OCWCOG Adopt all rules necessary to carry out OCWCOG powers and duties under the Intergovernmental Agreement; and,
- E. ~~Undertake Any-any~~ and all powers and duties authorized by ORS 190.080 ~~as amended or hereafter amended.~~

Article V. OCWCOG Governing Board Membership

- A. OCWCOG Representatives:
 - 1. Each member shall be entitled to one representative selected by and from members of its elected governing board to serve on the Council OCWCOG governing board, hereinafter referred to as "Board";
 - 2. Each member shall be entitled to one alternate to represent the member in the absence of the representative on the governing board and any board or committee of the OCWCOG;
 - 3. The intent of the OCWCOG is to be a forum for elected representatives. However, if no elected official is available for a specific meeting, the representative or chief elected official *in the absence of that representative* of the member may assign a staff of that unit of local government to attend that meeting. Such appointed representative shall have all rights and responsibilities of the regular representative for that meeting. The delegation shall be made in writing for each meeting, and be presented to the Chair of the meeting; and,
 - 4. Representatives and alternates shall hold office until their successors are appointed by the governing board of the member.
- B. The following entities shall be eligible for membership in the OCWCOG:
 - 1. Any general purpose local government within Benton, Lincoln or Linn Counties;

2. Any special function governmental unit (e.g. port districts, public utility districts, etc.) within Benton, Lincoln or Linn Counties;
 3. Any public educational institution or district within Benton, Lincoln or Linn Counties; and,
 4. Any federally recognized Indian Tribe within Benton, Lincoln or Linn Counties.
- C. An eligible unit of local government may become a member of the OCWCOG by adopting an ordinance endorsing the Articles of Agreement.
- D. An eligible special function unit may become a member by:
1. Adopting an ordinance endorsing the Articles of Agreement; and,
 2. Receiving an affirmative vote of a majority of the Board present at a regular meeting, accepting their request for membership.
- E. Termination of Membership in the OCWCOG:
1. Membership in the OCWCOG may be terminated by written notice to the Board no later than May 1, prior to the beginning of the fiscal year in which termination is sought; and,
 2. If the annual assessment of a member is not paid by January 31, of the fiscal year for which it is due, the Board may either terminate the membership of that member or grant an extension to, but not beyond June 30, of the fiscal year for which the assessment is due.

Article VI. Powers, Duties & Functions of the Board

- A. Enter into agreements with the United States, the State of Oregon, members of the OCWCOG, public or private agencies, foundations or corporations, and individuals for the purpose of obtaining funding or payment to carry out the objectives, programs and purposes of the OCWCOG;
- B. Own or lease equipment and other property in its own name;
- C. Adopt a budget in compliance with ORS 294.900 to 294.930 indicating the receipts and expenditures of the OCWCOG;
- D. Establish the amount of dues, fees and/or contract rates to be paid ~~be~~by each member, and inform each member of the amount of dues that will be assessed for the following fiscal year no later than two (2) weeks after a dues rate has been established;
- E. Seek and accept grants, gifts, loans, and donations in the name of the OCWCOG, a member(s), or other public or quasi-public agencies to carry out purposes of the OCWCOG or activities directed by the entity for whom the financial assistance is being provided;

Draft version as of: October 26, 2000

- F. Make, adopt, and amend Rules of Procedure and/or Bylaws consistent with this Agreement;
- G. Appoint an Executive Director;
- H. Establish advisory committees;
- I. Adopt and authorize all advocacy positions of the OCWCOG; and,
- J. Take such other actions as are necessary to enable the OCWCOG to carry out those purpose and functions which are consistent with this Agreement and state law.

Article VII. Officers

- A. The officers of the Board shall consist of a Chair, Vice-Chair, and Treasurer elected from among its members.

Article VIII. Executive Committee

- A. An Executive committee is hereby established, composed of the three officers of the OCWCOG and three at-large representatives;
- B. The Executive Committee shall act on administrative matters on behalf of the Board between meetings of the Board.
- C. Regular Executive Committee meetings shall be held every other month in the months a regular Board meeting is not to be held. A schedule of meetings for the year may be adopted at the first meeting of the Executive Committee in a calendar year. Special meetings may be called *in accordance with the public meetings laws of the State of Oregon*, as deemed necessary by the Chair or by any member of the Committee;

Article IX. Organizational Procedures

- A. The Board shall meet every other month. A calendar of meetings for the year shall be distributed in January of each year; and
- B. Executive Committee meetings shall be held every other month in the months a regular Board meeting is not scheduled to be held.

Article X. Committees

In order to carry out work of the Board, committees may be created by the Board. The purpose and scope of activity of each committee shall be outlined by and adopted by the Board.

Article XI. Finance

- A. Revenues of the OCWCOG shall be from member contributions, grants, gifts, donations, fees, contracts or other payment received for purposes consistent with OCWCOG

- functions, work programs and budgets adopted by the Board and may be amended from time to time;
- B. Expenditures shall be to accomplish the purposes of the OCWCOG as described in the adopted work program consistent with the adopted budget;
 - C. The fiscal year of the OCWCOG shall begin July 1, and end June 30, of the following year;
 - D. A Finance Committee consisting of the Executive Committee and chairs of standing committees shall be responsible for financial matters of the OCWCOG;
 - E. Each year, OCWCOG financial records shall be audited in accordance with state law, appropriate federal program guidelines, and generally accepted auditing standards;
 - F. Pursuant to ORS 190.080(4) any party to this Agreement may, from time to time, assume responsibility for specific debts, liabilities or obligations of the OCWCOG. Nothing in this Agreement shall be construed as superceding prior agreements by any party to assume debts, responsibilities or obligations; and,
 - G. From time to time the board may establish special funds for the purpose of accepting private grants, gifts, donations, or other payments, intended to support specific programs of the OCWCOG. Such special funds shall be administered as follows:
 - 1. Revenues earmarked for such funds are to be utilized solely for the operation of programs or its successor programs
 - 2. In the event that the OCWCOG dissolves or discontinues the provision of the specific program, funds within these accounts shall pass to the successor agency(s) serving all or part of Linn, Benton and Lincoln Counties. In the event there is no successor agency, the funds will be transferred in three equal amounts to the agency deemed most appropriate by the Board to use the funds for purposes most consistent with the intent of the special program for which they were originally given.
 - 3. No amendment of this section of ARTICLE XI nor any change in the use of these separate funds shall be approved, except upon the approval of at least two-thirds of the Board representatives present at an official meeting of the entire Board.

Article XII. Authority of Executive Director.

In order to carry out the work of the OCWCOG as described in the adopted work program, the Executive Director is granted authority to employ staff, execute contracts, and take other actions as may be necessary to carry out the work, consistent with the Articles, Bylaws and the guidelines and directions of the Board.

Article XIII. Dissolution

The OCWCOG may be dissolved at any time by a unanimous vote of all the parties to the Agreement.

- A. Upon dissolution of the OCWCOG, distribution of all assets of the OCWCOG shall be made to the current parties to the Agreement in the same proportion to the total dues assessment for the current fiscal years, as each party was individually assessed:
 - 1. However, any proceeds from the sale of an asset, the purchase liability of which was assumed by one or more parties, in accordance with ORS 190.080 (4), shall accrue to the parties originally liable, in proportion to their combined dues for the current fiscal year; or,
 - 2. In the event the liability was assumed in some specific manner/amount, the distribution of proceeds from the sale of the asset shall be made in the same specific manner proportional to the amount of the total liability originally assumed and/or specified in a separate agreement.

- B. Upon dissolution of the OCWCOG, any outstanding indebtedness or other liabilities of the OCWCOG shall be assumed by the parties to the agreement in the same proportion to the total dues assessment for the current fiscal year, as each party was individually assessed:
 - 1. However, any indebtedness or liability which was assumed by one or more parties, in accordance with ORS 190.080 (4), shall be borne by the parties so liable, in proportion to their combined dues; or,
 - 2. In the event the liability was assumed in some specific manner/amount, the remaining indebtedness or liability shall be borne in the same specific manner proportional to the amount of the total liability assumed.

- C. If during the course of operation a member government made some specific financial or asset contribution to the OCWCOG, for which the member was to be repaid *or the asset returned*, such repayment *or return* shall be made in full prior to the distribution of assets described in A above.

Article XIV. Amendments

Amendments to the Articles of Agreement may be proposed at any meeting of the Board. A copy of the proposed amendment and the reasons for the amendment shall be presented to the Chair no less than sixty (60) 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 at least thirty (30) calendar days prior to the meeting. Any amendment to the Articles of Agreement must be approved by a vote equal to one vote greater than a two-thirds majority of the representatives present and voting at a meeting of the OCWCOG, and then subsequently ratified by motion, resolution or ordinance approved individually by two-thirds plus one of the member agencies.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed in the names of the respective member agencies by ordinance 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.¹

~~As amended June 26, 1974; November 24-25, 1975; February 18, 1977; February 20, 1981; March 10, 1984; June 27, 1986; June 25, 1987; June 30, 1988; approved November 15, 1990, ratified February 16, 1991, amended May 16, 1991; amended November 12, 1992, ratified January 16, 1993; amended May 16, 1996, ratified August 21, 1996.~~

¹ ~~As amended June 26, 1974; November 24-25, 1975; February 18, 1977; February 20, 1981; March 10, 1984; June 27, 1986; June 25, 1987; June 30, 1988; approved November 15, 1990, ratified February 16, 1991, amended May 16, 1991; amended November 12, 1992, ratified January 16, 1993; amended May 16, 1996, ratified August 21, 1996.~~

BYLAWS

OREGON CASCADES WEST COUNCIL OF GOVERNMENTS

ADOPTED _____, 2000.

The Oregon Cascades West Council of Governments is an intergovernmental entity established by parties to an intergovernmental agreement under the authority of the State of Oregon's Intergovernmental Cooperation Statutes ORS 190.003 to 190.110 generally, and specifically ORS 190.010 (5), and formalized by Articles of Agreement most recently ~~amended and reaffirmed~~*adopted* _____, 2000,

1. Purpose and Objectives

These Bylaws are adopted by the Oregon Cascades West Council of Governments (OCWCOG) to facilitate the business of OCWCOG and to assist OCWCOG in meeting those purposes set forth in the Articles of Agreement. In the case of any conflict between the Articles of Agreement and these Bylaws, the Articles of Agreement shall prevail.

2. Organizational Procedures

- 2.1. *Pursuant to the Articles of Agreement* ~~The~~ the Board shall meet at least every other month. ~~A~~ and a calendar of meetings for the year shall be distributed in January of each year. Regular meetings of the Board shall be held in the Albany office known as Cascades West Center. However, by decision of the Chair or Board, a meeting may be held elsewhere. If the meeting is to be held at another location a notice indicating the location shall be mailed to each representative at least 20 days in advance of the meeting.
- 2.2. A quorum shall consist of twenty-five percent (~~25%~~) (33%) of the members of the Board. A quorum is required for official action at any regularly scheduled meeting.
- 2.3. Special meetings may be called by the Chair or by three members of the Board. At least seven (7) calendar days' notice shall be given to the membership for special meetings. A quorum, consisting of a simple majority of the members of the Board, shall be required for official action at special meetings.
- 2.4. Each representative, alternate or appointed representative, shall be entitled to one vote on matters before the Board. *Consistent with ORS 192.610 regarding Public Meeting Law. Proxy voting will not be allowed.*
- 2.5. Except as otherwise provided in the Bylaws, a simple majority of the representatives present and voting shall be sufficient to decide a question before the Board.

- 2.6. Unless otherwise specified, Roberts Rules of Order Revised shall govern the proceedings of the meetings of the Board; the chair shall have the privilege of determining proper procedures.
- 2.7. If a representative requests a written ballot vote on any issue before the Board, such request shall be granted.
- 2.8. *In all cases, Board meetings shall be held in accordance with the Oregon Public Meetings Law.*

3. Officers

3.1. *Pursuant to the Articles of Agreement* ~~The~~ the officers of the Board shall consist of a Chair, Vice-Chair and Treasurer elected from among its members.

3.2. Duties:

3.2.1. Chair: The Chair shall preside at all Board meetings, shall appoint the members and chairs of all committees, except as otherwise provided herein, and shall be a non-voting ex-officio member of all committees of OCWCOG. The Chair is the sole official spokesperson of the Board on all matters of policy and position, unless this responsibility is delegated in writing to another member of the Board, a member of a committee appointed by the Board, or a member of the staff of OCWCOG;

3.2.2. Vice-Chair: In the absence of the Chair, the Vice-Chair shall execute all the powers of the Chair; and,

3.2.3. Treasurer: The Treasurer shall preside at the Finance and Budget committee meetings. The Treasurer shall review with the Executive Director and Financial Manager the financial statements of the COG prior to each Board meeting, and then present a summary of the financial statement at the Board meeting.

3.3. The Chair, Vice-Chair and Treasurer shall be residents of different Counties.

4. Election of Officers

4.1. An election for Chair, Vice-Chair and Treasurer shall be held at the January meeting of the Board in odd numbered years.

4.2. In November of each even numbered year, the Chair shall appoint a nominating committee to propose candidates for Chair, Vice-Chair and Treasurer.

4.3. Nominations for Chair, Vice-Chair or Treasurer may be made from the floor. Candidates receiving a simple majority vote of those members present at the meeting shall be declared elected. Persons elected as Chair, Vice-Chair or Treasurer may hold these offices for two consecutive two-year terms. At-large representatives may succeed themselves for any number of terms.

- 4.4. Persons nominated for office may not represent a member government located in the same county as the current holder of that office, with the exception of a current office holder who is eligible for re-election to that office. For example: if the current Chair is from Linn County, those nominated to replace the current Chair must not represent a Linn County member government.
- 4.5. The Vice-Chair shall complete the unexpired term of the chair when a vacancy in the office of chair occurs. A vacancy in either the office of Vice-Chair or Treasurer shall be filled by election at the next regular meeting of the Board.

5. Executive Committee

- 5.1. *Pursuant to the Articles of Agreement* ~~The~~ the Executive Committee shall be composed of the Chair, Vice-Chair ~~and~~ Treasurer and three (3) at-large representatives of Board members, one from each County.
- 5.2. In even numbered years at the November meeting, members shall caucus by County to nominate and elect at-large representatives. At-large representatives may succeed themselves for any number of terms.
- 5.3. *Pursuant to the Articles of Agreement* ~~The~~ the purpose of the Executive Committee shall be to act on administrative matters on behalf of the Board between meetings of the Board. Administrative matters may include, but not be limited to review and/or approval of financial matters, contracts, agreements, grants and program reports presented by staff. The Executive Committee may also review and comment on lobbying plans presented by OCWCOG Committees, develop Board agendas, and take similar action of a non-policy making nature.
- 5.4. *Pursuant to the Articles of Agreement* ~~Regular~~ regular Executive Committee meetings shall be held in the months a regular Board meeting is not scheduled. ~~A~~ and a schedule of meetings for the year shall be adopted at the first meeting of the Executive Committee in a calendar year. *Pursuant to the Articles of Agreement* ~~Special~~ special meetings may be called as deemed necessary by the Chair or by any member of the Executive Committee.
- 5.5. A quorum shall consist of four (4) members. In the event of a tie vote on any matter, the Executive Committee shall refer the matter to the Board without recommendation.
- 5.6. Three members of the Executive Board voting in the affirmative are required to approve a motion of the Executive Board.
- 5.7. In the event the Executive committee wishes to poll the membership on specific issue, it may hold a mail poll for this purpose. Members shall be sent ballots by certified mail and shall have fifteen (15) days to return the ballots.

6. Standing Committees

~~5.8-6.1.~~ Pursuant to the Articles of Agreement ~~In order to carry out work of the Board,~~ standing committees may be created by the Board. ~~The~~ and the purpose and scope of activity of each committee shall be outlined and adopted by the Board. {Or as proposed by the City of Tangent, "In order to carry out the work of the Board, the standing committees set forth in section 6.4 are created by the Board Pursuant to the Articles of Agreement"} }

6.2. All standing committees created by the Board shall facilitate the work of the Board and are advisory to the Board.

6.3. No standing committee may take any action independent of the authority granted in writing to the committee by the Board, however should a special circumstance occur requiring immediate action, the Chair of a standing committee may request the Executive Committee's approval for waving this provision. If such approval is granted, the standing committee's Chair shall report on the action taken at the next Full Board meeting. If the Full Board does not concur with the action taken, every effort will be made to reverse the action.

~~5.9-6.4.~~ Standing Committees are:

- ~~5.9-1-6.4.1.~~ Cascades West Area Commission on Transportation
- ~~5.9-2-6.4.2.~~ Community and Economic Development Committee
- ~~5.9-3-6.4.3.~~ Senior Service Advisory Committee
- ~~5.9-4-6.4.4.~~ Disability Services Advisory Committee
- ~~5.9-5-6.4.5.~~ Finance Committee

~~5.10-6.5.~~ Each standing committee shall develop bylaws for their operation. Committee bylaws and any amended thereto must be approved by Board to become effective.

~~5.11-6.6.~~ When deemed appropriate, the Board may create or dissolve a standing committee.

6.7. Special Committees and Task Forces

The Board may, from time to time, authorize and appoint special committees or task forces. Committees and task forces shall exist at the pleasure of the Board and may establish a mission, rules, and/or bylaws for action to be approved by the Board.

7.8. Amendments

Amendments to the Bylaws may be made at any meeting of the Board. A copy of the proposed amendment and the reason for the amendment shall be presented to the Chair not less than sixty (60) 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 at least thirty (30) calendar days prior to the meeting. Any amendment to the Bylaws must be approved by a vote equal to one vote greater than a simple majority of the current membership of OCWCOG.