

# BYLAWS

## OREGON CASCADES WEST COUNCIL OF GOVERNMENTS

ADOPTED March 15, 2001.

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 adopted March 15, 2001.

### **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 Board shall meet at least every other month 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 thirty-three percent (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 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 Executive Committee shall be composed of the Chair, Vice-Chair 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 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 Executive Committee meetings shall be held in the months a regular Board meeting is not scheduled 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 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**

- 6.1. 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.
- 6.4. Standing Committees are:
  - 6.4.1. Cascades West Area Commission on Transportation
  - 6.4.2. Community and Economic Development Committee
  - 6.4.3. Senior Service Advisory Committee
  - 6.4.4. Disability Services Advisory Committee
  - 6.4.5. Finance Committee
- 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.
- 6.6. When deemed appropriate, the Board may create or dissolve a standing committee.

## **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.

## **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.