

Lane Council of Governments

Bylaws

These Bylaws are made and entered into this 26th day of October, 1965 (Amended 2/23/71), (Amended 7/22/93), (Amended 9/25/97), (Amended 2/26/04), (Amended 4/22/04), (Amended 12/14/06), Amended (2/28/13), Amended (6/26/14) by and between the agencies that adopted the associated resolutions.

A membership association of governments, established by agreement of the participating entities under the authority of the State of Oregon's Intergovernmental Cooperation statutes, ORS 190.003 to 190.110, and formalized by a Charter and Agreement.

1. Purpose and Objectives

The Lane Council of Governments (LCOG) is established and supported by its member units of government to coordinate and provide high quality public services within Lane County, Oregon. It carries out this mission by engaging in cooperative planning and program development activities; by providing information to public agencies, businesses and citizens to facilitate decision-making; by managing programs or public services on behalf of one or more member governments; by providing services to the public; by providing a venue for sharing and exploring intergovernmental issues; by providing specialized professional expertise to member governments; by advocating the consensus views of the policy officials and governments of the Lane County region to other levels of government; and by performing other functions as are directed by its Board.

2. Geographic Area Served and Location of Principal Office

Per the provisions set forth in the Charter and Agreement, the membership of the Lane Council of Governments is drawn from the units of government which have their service areas wholly or primarily within Lane County. LCOG's services are primarily directed toward those member agencies and to their constituents. LCOG is also permitted to offer and provide services to clients beyond the boundaries of Lane County.

The principal office of the Lane Council of Governments is located in Eugene, Oregon, at 859 Willamette Street, Suite 500.

3. Board of Directors

Composition and Number: The governing body of the Lane Council of Governments is its Board of Directors, comprised of designated representatives (delegates or alternates) from member governments. All members are requested to appoint delegates and alternates to the LCOG Board annually, and to communicate to the LCOG Executive Director the names of such appointees.

Powers: It is the role and responsibility of the Board of Directors to establish the policies of the Lane Council of Governments. Specific functions and powers, assigned by the membership to the Board of Directors, are set forth in Articles VIII of the Charter and Agreement.

Meetings: Unless specifically changed by action of the Board of Directors, meetings of the Board are held on the fourth Thursday of the months of February, April, June, July and September and on the second Thursday of December. The Board of Directors may also be convened at the request of the Chair or by four members, provided that notice of such a meeting is provided to all

members no less than 48 hours in advance. All meetings of the LCOG Board of Directors are conducted in compliance with the Public Meeting Law of the State of Oregon (ORS 192.610 - 192.695) and under the general provisions of *Robert's Rules of Order, Revised*. The locations of regular or special meetings of the Board are established by action of the Board, but such locations in all cases shall comply with State law with regard to non-discrimination and accessibility. Proper public notice, as specified by State law, is provided for all meetings of the LCOG Board of Directors.

Published Agenda: One week in advance of any regular meeting of the Board of Directors, an agenda indicating the issues and topics for the Board's consideration and recommended actions, if any, is published and distributed to Board members. Deliberative action by the Board can be taken only on the issues and topics included on the published agenda, unless the following authorizing procedure is employed. Any member of the Board of Directors may move to consider a specific action item not included on the published agenda. If such a motion is duly seconded and passed by the Board, substantive action on such an item can then be taken.

Quorum: At all meetings of the Board of Directors, the presence of delegates or alternates holding a total of twelve (12) votes or more (the delegate of Lane County, by Charter, holding two votes) will constitute a quorum for the transaction of business. At any meeting in which this prescribed quorum requirement is initially met, the Board of Directors may continue to transact business, notwithstanding the subsequent withdrawal of Board members from the meeting, provided that any action taken is approved by at least a majority of the Board members required to constitute a quorum, or such greater number as is required by the Charter and Agreement (i.e. for the consideration of a proposed amendment to the Charter and Agreement).

Voting: Lane County shall be entitled to two votes cast by a single representative. Each other voting member shall be entitled to a single vote. A simple majority of the voting representatives present at a Board meeting shall be sufficient to decide a question before the Board.

Travel and Expenses of Board Members: Members of the LCOG Board of Directors are from time to time called upon to attend out-of-area meetings or otherwise represent the LCOG organization. The Chair of the Board of Directors is responsible for making determinations regarding, and authorizations of, such attendance or representation. Expenses incurred by members of the Board in such activities, if lawful for public expenditure, consistent with LCOG's published expense reimbursement procedures and substantiated with expense records and receipts, are promptly reimbursed by LCOG. When Board member expenses can be anticipated, advance billing arrangements and other techniques are employed to minimize out-of-pocket expense by members of the Board.

4. Member Dues

Dues Schedule: A Member Dues Schedule is annually adopted by the Board of Directors no less than five months in advance of the start of the fiscal year to which the Schedule applies. The Board shall inform each member of the amount of dues that will be assessed for the following fiscal year no later than 30 days after a dues rate has been established.

Late Dues: 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.

5. Officers

Nomination and Election: At the regular June Board meeting of each odd-numbered year, the Chair of the Board of Directors appoints a Nominating Committee, comprised of not less than

three members of the Board, and seeks Board confirmation, by motion, of that appointed body. At the regular September Board meeting of that year, the Nominating Committee places in nomination the names of Board members for the positions of Chair and Vice Chair. Nominations from the floor may be made by any voting member of the Board. All duly designated voting members of the LCOG Board of Directors, including present and past office holders, are eligible to be nominated and elected to office as long as they have not exceeded the term limits set out in the Charter and Agreement. All voting members present at the regular September meeting may vote for the positions of Chair and Vice Chair. If a majority vote is not attained on the first ballot for either office, the nominee receiving the least number of votes for an office is eliminated. Such process shall continue until each office is filled by a majority vote. Officers elected at the September meeting assume their respective duties as of January 1. In the absence of the Chair, the Vice Chair shall execute all of the powers of the Chair. The Vice Chair shall complete the unexpired term of the Chair when a vacancy in the office of Chair occurs. A vacancy in the office of Vice Chair shall be filled by election at the next regular meeting of the Board of Directors.

Duties: The Chair of the Board of Directors shall preside at all meetings of the Board, and shall be entitled to vote on all matters before the Board; shall speak on behalf of the Board; shall make and present to the Board for confirmation appointments of Board members to various advisory committees, associations and councils; and shall facilitate the evaluation of the performance of the LCOG Executive Director. The Vice Chair shall assume the duties of the Chair in his/her absence.

6. Executive Committee

Composition and Appointment: The Executive Committee is comprised of up to nine Board members: The Chair and the Vice Chair and up to five additional Board members, appointed by the Chair and ratified by the Board, so that the Committee's composition is representative of general purpose governments, special districts and member agencies from among the coastal jurisdictions, plus two additional Board members elected by the Board of Directors at the regular December meeting of each calendar year. The Chair shall appoint and seek ratification of the appointed Committee members at the regular December meeting. Also at that meeting, nominations will be sought and an election conducted for two additional members of the Executive Committee.

Duties: The Executive Committee is responsible for reviewing and recommending an agenda for all Board meetings of the Council; for addressing policy issues which require action between regular meetings of the Board, including advocacy positions for communication to other levels of government; for providing counsel and direction to the Executive Director regarding administrative matters; for annually assisting the Executive Director in the preparation of a draft Work Program document for submission to the Board; for assisting the Chair in the evaluation of the performance of the Executive Director; and for addressing other tasks as may be required by the Board.

Meetings: The Executive Committee meets at the call of the Chair or the Executive Director. Meetings of the Executive Committee are conducted in compliance with State laws with respect to public meetings, notice, accessibility and non-discrimination. Quorum and Voting: The presence of one more than half of the duly appointed members of the Executive Committee constitutes a quorum for the conduct of Committee business. When a quorum is present, a majority vote of Committee members present prevails on all issues.

7. Executive Director

The Board of Directors is responsible for the appointment and, as necessary, the removal of the Executive Director of the Lane Council of Governments. The Executive Director is, by Charter, the chief administrative officer of the organization, and is responsible for the preparation and

presentation to the Board of an annual proposed Budget and Work Program; for the execution of the adopted Work Program within the constraints of the adopted Budget; for the appointment and removal of all LCOG employees; and for the administration of the business of the organization under the policies established by the Board of Directors.

8. Fiscal Process

Fiscal Year: LCOG's fiscal year is a twelve month period, beginning July 1 and ending June 30.

Budget: LCOG's budget process is conducted under the provisions of State law (ORS 294.900-930). The agency utilizes a six-member Budget Committee, comprised of three members of the Board of Directors and three citizens. The latter serve overlapping three year terms, with one citizen appointment made by the Board each year. In December of each year, a budget process schedule is developed by staff and submitted to the Board for approval. Public recruitment for candidates for appointment to the vacant citizen position on the Committee is also initiated. In February, the Executive Committee reviews the credentials of candidates and makes a recommendation to the Board for a citizen appointment and three appointees to the Budget Committee from the Board. After appointment and confirmation by the Board in February, the Budget Committee fulfills the obligations set forth in State law and considers the budget proposal prepared and submitted by the Executive Director. By the end of May, the Committee approves a Budget document for the consideration of the Board. That recommendation is the subject of a duly advertised public hearing by the Board in June, after which final adoption by resolution is scheduled. During the fiscal year, one or more Revised Budgets may be submitted to the Board by the Executive Director and the Budget Committee for adoption.

Finances: Expenditures shall be to accomplish the purposes of LCOG as described in the adopted work program consistent with the adopted budget.

Audit Committee: In February of each year, the Executive Committee will select three members of the Board to serve on the Audit Committee and recommend those members to the Board for appointment. The Audit Committee has three fundamental responsibilities: first, it must satisfy itself that management is maintaining a comprehensive framework of internal control; second, it must ensure that management's financial reporting practices are assessed objectively; and third, it must determine, to its own satisfaction, that the financial statements are properly audited and that any problems disclosed in the course of the audit are satisfactorily resolved. The Audit Committee will begin its work each Fiscal Year at the end of March with the pre-audit meeting with the auditor. The Committee will then meet with the auditor at the conclusion of the audit. It may decide to have additional meetings. Meetings are usually scheduled prior to LCOG Executive Committee meetings.

Annual Financial Statements and Audit: After the close of the fiscal year, the LCOG Executive Director provides for the preparation of comprehensive Financial Statements, reflecting the transactions of the fiscal period, including information on LCOG's real estate holdings. Those Financial Statements are audited by a qualified, independent accounting firm, retained by LCOG for that purpose. The Financial Statements, along with the report of the agency's auditor, are presented to the Board of Directors no later than December. The Board is requested to accept the Financial Statements and Audit Report and to authorize their submission to the State, as required by law.

Expenditures: Expenditures of agency funds are approved under the authority of the Executive Director, as prescribed and constrained by the Board-adopted Budget. Financial obligations for which provision is not made in the Board-adopted Budget require specific Board approval prior to commitment. Disbursement registers are approved by the Executive Director or designated management staff, and checks issued in satisfaction of LCOG obligations bear the signature of

the Executive Director or one of two other designated management staff. Continual monitoring of expenditures in comparison to revenues on hand and budget authorization is conducted by fiscal staff; and quarterly financial reports, summarizing transactional experience, are prepared and submitted to the Board of Directors in October, January and April of each year.

Contract Authority: The Executive Committee serves as the "contract review board" for the Lane Council of Governments, and exercises the powers and duties established for such boards under State law (ORS 279.055). By resolution, the Board has established procedures for entering into public contracts. Within those procedures, the Executive Director or his/her designee serves as the contracting and purchasing agent for the agency and is authorized to enter into contracts.

Execution of Documents: The Executive Director is authorized to execute documents binding the agency, provided such commitments are consistent with agency policy. All contracts with a fiscal impact on LCOG of \$250,000 or more shall require Executive Committee ratification.

9. Employment of Staff

Basis and Authority: The LCOG Charter and Agreement provides that the Executive Director has responsibility and authority for the appointment and removal of all employees of the agency; and further, it specifies that he/she is "responsible to the Board of Directors for all matters relating to staff." Members of the Board are precluded from direct intervention in the administration of LCOG's personnel system with respect to individual employees or prospective employees. The Executive Director is charged with developing, administering, maintaining and implementing personnel procedures applicable to the LCOG staff; and he/she is vested with authority to appoint, promote, transfer, demote, suspend and separate personnel.

Personnel Policies: The Board of Directors has established and published policy statements which govern the agency's personnel system. Included are the Board's commitment to the application of the principles of affirmative action to all personnel transactions; its commitment to the establishment of a standard of conduct which stresses professional ethics; its commitment to a compensation system which promotes fairness and attracts and retains the best employees possible; its commitment to the maintenance of a classification system to assure fair and equitable treatment of agency personnel; and its commitment to a process by which complaints or grievances can be resolved.

10. Advocacy

The Board of Directors is responsible for establishing and communicating LCOG policies and policy recommendations. Advocacy positions generated as recommendations by advisory committees, member agencies, or LCOG staff are to be endorsed or authorized by the Board of Directors before they are communicated to other levels of government. When policy-level approval has been given, ongoing oral or written advocacy can be conducted by staff or advisory committees without further Board approval. When time constraints make formal approval of advocacy positions by the Board impossible, the Executive Committee is empowered to establish and communicate an advocacy position to legislative bodies. When authorization has been granted by the Executive Committee alone, a report of such authorization will be made to the full Board at the earliest possible time.

11. Indemnification of Board of Directors and Employees

The Lane Council of Governments agrees to indemnify, hold-harmless and defend its officers, Board members and staff against assertions of liability arising under the Oregon Tort Claims Act (ORS 30.260 - 30.300), various federal Civil Rights statutes (notably 42 USC, Section 1983) and under the injury and property damage laws of other jurisdictions.

12. Non Profit Status

The Lane Council of Governments is not operated for profit. No funds collected by or credited to LCOG will accrue to the benefit of any private person.

13. Amendment of Bylaws

These Bylaws may be amended or repealed and new Bylaws may be adopted by an affirmative vote of two thirds (2/3) of Board members present at a regular meeting of the Board of Directors, provided (1) that a quorum is present and (2) that written notice of such meeting, setting forth the proposed Bylaw revisions, is given to all Board members not less than thirty (30) days prior to such meeting. Except that the requirement for a thirty day advance notice of a proposed amendment, repeal or replacement of these Bylaws may be waived by the declaration of an emergency, approved by an affirmative vote of three quarters (3/4) of the Board members present and voting at a regular Board of Directors meeting.