

**Amended and Restated Bylaws
of
Central Oregon Intergovernmental Council**

These Amended and Restated Bylaws of Central Oregon Intergovernmental Council dated effective November 5, 2020 (these "Bylaws") amend, replace, and supersede all prior bylaws and bylaw amendments adopted or utilized by Central Oregon Intergovernmental Council ("COIC").

I. Purpose

COIC 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, and formalized by Articles of Agreement dated September 30, 1975, amended on July 20, 1978, January 18, 1979, April 26, 1984, and November 28, 1985 (collectively, the "Articles").

These Bylaws are adopted to facilitate the business of COIC and to assist in meeting those purposes set forth in the Articles.

II. Organization Procedures

A. Meetings:

1. Regular Meetings: Unless specifically changed by action of COIC's board of directors (the "board" and each member of the board a "director"), meetings of the board shall be convened at least once every 67 days. All such regular dates, times, and place of meetings will be determined by a vote of the board. The chair may cancel a regular meeting, notifying the other directors not less than five days or more than ten (10) days prior to the meeting. If a quorum cannot be convened, the executive director may cancel a meeting.
2. Special Meetings: Special meetings may be called by the chair or by a vote of the board. Notice will be given to the other directors not less than forty-eight (48) hours prior to the date of the meeting.
3. Notice of Regular Meetings: The executive director will notify the board and members of the public, including news media that have requested notice, of the time and place for holding regular meetings not less than five days or more than ten (10) days prior to the date of the meeting. At such time as a director will be unable to attend a meeting, it will be that director's responsibility to notify the member government's alternate representative to attend.

B. Quorum: A quorum will consist of a simple majority of the voting directors of which two-thirds (2/3) of the voting directors in attendance must be elected directors. At any meeting in which this prescribed quorum requirement is initially met, the board may continue to transact business, notwithstanding the subsequent withdrawal of the directors from the meeting.

C. Voting:

1. Voting Directors: Each elected director or alternate and each appointed director or alternate will be entitled to one vote on all matters before the board. Ex officios will not be entitled to vote on any matter. All references to voting directors herein will refer to those directors eligible to vote and all references to a vote/election will refer to a vote/election of the voting membership.
2. Standard Procedure: The standard voting procedure for the board will be the verbal "aye"/"nay" method.
3. Roll Call: At the request of any director present, a roll call vote will be taken and recorded on the passage of any measure before the board.
4. Written Ballot: If a director requests a written ballot vote on any issue before the board, such request will be granted.
5. Rules of Order: Except where the Articles or ORS 192.610 to 192.695, as amended (the "Oregon Public Meeting Laws") require otherwise, the then current version of Robert's Rules of Order will govern the conduct of meetings.
6. Required Votes: Except as otherwise specified in the articles or these Bylaws, an affirmative vote of the majority of the voting directors present at a board meeting where a quorum has been established is necessary to carry a motion, elect or appoint a candidate, or otherwise constitute the action of the board.
7. Votes Affecting Member Governments: Decisions which involve recommendations for expenditure of funds or which involve financial agreement between two or more member governments will require a majority vote, including an affirmative vote by the directors who represent the affected governments.

D. Budget:

1. Compliance with Budget Law: Budget process will be conducted in accordance with applicable law (i.e., ORS 294.900 - ORS 294.930).
2. Budget Committee: A "budget committee" consisting of the Executive Committee members and an equal number of representatives of the services provided by COIC and appointed by the board ("appointed budget committee members"). If there are fewer appointed budget committee members than the number of directors, the directors and the appointed budget committee members willing to serve will be the budget committee. If there are no appointed budget committee members willing to serve, the directors will be the budget committee. The members of the budget committee will receive no compensation for their service. Appointed budget committee members will not be officers, agents, or employees of COIC or otherwise providers of the services. The appointed budget committee members will be appointed for terms of three years. The terms will be staggered so that one-third or approximately one-third of the terms of the appointed

budget committee members end each year. If any appointed budget committee members is unable to serve the term for which the appointed budget committee members was appointed, or an appointed budget committee members resigns prior to completion of the term for which the appointed budget committee members was appointed, the board will fill the vacancy by appointment for the unexpired term. The budget committee, at its first meeting after its appointment, will elect a chairperson and a secretary from among its members. Meetings of the budget committee will comply with the requirements of ORS 192.610 to ORS 192.690, as amended.

3. Approval Process: Each year, a proposed budget will be developed by staff and submitted to the budget committee for review and recommendation. The proposed budget is then delivered to the board for consideration and adoption.

4. Allocation of Budgetary Expenses: Budgetary expenditures determined by the Board to be a shared financial responsibility amongst the member governments of COIC will be allocated in a manner determined equitable by a two-thirds majority vote of the board.

III. Board

A. Authority: All powers will be exercised by, or under the authority of, and the affairs of COIC will be managed under the direction of the board.

B. Board Composition: The board will be comprised of elected, appointed, and ex officio directors as follows:

1. Elected Directors: The elected directors will consist of one director from each of the three county commissions or courts (Crook, Deschutes, and Jefferson), one director from each of the incorporated city councils contained within those three counties, and one director from the Confederated Tribes of Warm Springs. Elected directors must be an elected official¹. Each city, county, or sovereign nation will appoint the director representing such city, county, or sovereign nation. Each city, county, or sovereign nation may appoint an alternate to attend a meeting of the board in the absence of the representative director, but such alternate must be an elected official. Elected directors will be appointed to serve a term of two years unless the member city, county, or sovereign nation requires a one-year term. Elected directors may succeed themselves for any number of terms. Terms will begin on January 1 and will expire on December 31.

2. Appointed Directors: The appointed directors will consist of five persons, one each from Crook and Jefferson Counties, and three from Deschutes County. Appointed directors will be generally representative of, but not strictly limited to, (1) timber and wood products, (2) business and industry, (3) tourism and recreation, (4) unemployed and underemployed, and (5) agribusiness and agriculture. The

¹A sovereign nation, the Confederated Tribes of Warm Springs may delegate their seat to whomever they choose to represent their nation. Said delegate need not be an elected official.

COIC county directors shall determine the areas of individual representation prior to the appointment process. Each county court/commission will appoint their appointed director and any alternates. Alternates may not be an elected official. Alternates may attend a meeting of the board in the absence of the appointed director. Appointed directors will serve a two-year term but may succeed themselves for any number of terms. Terms will begin on January 1 and will expire on December 31.

3. Ex Officios: Should they desire to apply, the (1) Central Oregon Community College, (2) Special Districts (i.e. Soil and Water), Education Service Districts, OSU Cascades), or (3) a designated representative of a Tri-County School District may appoint a representative to serve as an ex officio director. The board (with a 2/3 vote) may add additional ex officio directors. The board may also choose to consider or invite any Ex Officio membership as the board deems necessary. Ex officio directors will be non-voting and not count toward quorum.

C. Duties: It is the role and responsibility of the board to establish the policies of COIC. Specific functions and duties will include, but will not be limited to, adoption of plans, policies, and position statements on behalf of the region; annual adoption of a budget; hiring or removal of the executive director based on recommendation of the executive committee; and establish committees to render advice and recommendations to the board. No director shall directly or indirectly attempt to coerce the Executive Director or a candidate for the office of Executive Director in the appointment, management, or removal of any COIC employee or in administrative decisions, including but not limited to, COIC property or contracts.

D. Director Vacancy:

1. Elected Directors: A vacancy upon the board will automatically be declared if a director is an elected official and such elected official's term in office expires, the elected official resigns, or the elected official is otherwise removed from office.

2. Absenteeism: A vacancy on the board may be declared by the board when a director, without cause or excuse and without sending the appointed alternate, has not attended three successive regularly scheduled meetings.

3. Replacement: In instances where a vacancy occurs, the chair will notify the appointing authority of the vacancy. It will then be at the option of the appointing authority to select a new representative to serve on the board for the balance of the term. The appointing authority will fill any such position vacancies within a period of forty-five (45) days following receipt of notification by the chair.

E. Officers: The board will elect a chair, vice-chair, secretary, and treasurer and such other officers as the board may desire from time to time.

1. Chair: The chair will be an elected director. The chair will preside at all meetings of the board and executive committee; will be entitled to vote on all matters before the board and executive committee; will speak on behalf of the

board; will make and present to the board for confirmation appointments to special committees. The chair will sign all approved records of the board. The chair may be removed from office by a vote of one more than a simple majority of the voting directors present at a meeting at which a quorum is established.

2. Vice-Chair: The vice-chair will be an elected director. The vice-chair will assume the duties of the office of chair in the absence of the chair or in the event the chair has been vacated. The vice-chair may be removed from office by a vote of one more than a simple majority of the voting directors present at a meeting at which a quorum is established.

3. Secretary: The secretary shall be appointed by the Board. The secretary will be custodian of the records and will perform such other related duties as required. The secretary may also serve as the treasurer.

4. Treasurer: The treasurer shall be appointed by the Board. The treasurer will be custodian of funds, maintain financial accounts, make payments upon all debts incurred for and approved by the board, and will perform such other related duties as required. The treasurer may also serve as the secretary.

5. Election of Officers: An election for chair, vice-chair, and appointment of the secretary, and treasurer will be held annually at the first meeting of the board after the new calendar year begins. Nominations for each officer may be made from the floor. Candidates receiving a simple majority vote of those directors present at the meeting will be declared elected. Officers will serve a one-year term commencing from the day of election. Officers may be re-elected provided such officer does not serve for three consecutive terms in the same office. Officers will immediately assume the duties of the office for the prescribed term of the office.

6. Officer Vacancy: The vice-chair will complete the unexpired term of the chair when a vacancy in the office of chair occurs. A vacancy in the office of vice-chair will be filled by election at the next regular meeting of the board.

IV. Executive Committee

A. Composition: The executive committee shall be comprised of five directors, which shall include the director serving as the elected member from each of the three county commissions/courts, Crook, Deschutes, and Jefferson Counties. The board chair, and board vice chair, shall serve as chair and vice chair respectively, of the executive committee.

B. Duties: The duties of the executive committee will include, but will not be limited to, providing counsel and direction to the executive director regarding administrative matters; review and/or approval of financial matters; assisting the chair in the annual evaluation of the performance of the executive director; recommending to the board the hiring/firing of the executive director; review and approval of personnel policies, serve as grievance committee in personnel matters, and addressing other tasks as may be required by the board. The executive committee will act on administrative matters on behalf of the

board between meetings of the board.

C. Chair and Vice-Chair: The chair and vice-chair of the board shall serve as chair and vice chair of the Executive Committee and will have similar roles and authority as the chair and vice-chair of the board.

D. Meetings and Quorum: Regular meetings of the executive committee will be held every month in which the full board meets. A quorum will consist of a simple majority of the current members of the executive committee. If a tie vote on any matter occurs, the executive committee will refer the matter to the board without recommendation. Executive committee members will be notified not less than five days or more than ten (10) days prior to the date of the meeting. Special meetings may be called as deemed necessary by the chair of the executive committee or by majority of the executive committee with notice given to all members not less than forty-eight (48) hours prior to the date of the meeting.

V. Executive Director

The executive director will be COIC's chief administrative officer. The executive director is responsible for COIC's general administration and business operations under the policies established by the board from time to time. The executive director is responsible and shall have sole authority for the hiring and termination of all COIC employees. The executive director and their designees will be responsible for developing and administering personnel policies approved by the executive committee. The executive director or their designee will serve as the contracting and purchasing agent for COIC and will be authorized to enter into contracts, subject to applicable laws, regulations, and COIC policies. Expenditures of COIC funds will be approved under the authority of the executive director, as prescribed and constrained by the board-adopted budget. Financial obligations for which provisions are not made in the board-adopted budget will require specific board approval prior to commitment. The executive director or their designee will be responsible for the presentation to the board of the annual proposed budget.

VI. Regional Administrators Committee

Pursuant to the Articles, a "regional administrators committee" comprised of the chief administrative officials of each of the member cities, counties, and sovereign nations will be a standing committee. The functions of such committee will be to (1) study and advise the board and staff on regional governmental functions of mutual concern which have been referred by the board or identified by the committee, (2) assist the staff in the coordination of governmental activities, and (3) recommend functional organization and otherwise serve as a technical resource tool of the board.

VII. Special Committees

The board may, from time to time, authorize and appoint special committees whose membership need not be limited to directors. Committees will exist at the pleasure of the board. All special committees will be established to facilitate the work of the board and will be advisory to the board. No committee may take any action independent of the authority granted

in writing to the committee by the board. When deemed appropriate, the board may dissolve a special committee.

VIII. Compliance with Applicable Laws

These Bylaws are intended to comply with applicable federal, state, and local laws, regulations, and ordinances. If any provision contained within these Bylaws conflicts with any applicable federal, state, and/or local law, the federal, state, and/or local law will control.

IX. Compliance with Articles

These Bylaws are intended to comply with the Articles. If any provision contained within these Bylaws conflict with the Articles, the Articles will control.

X. Amendments

Amendment to these Bylaws may be made at any meeting of the board. A copy of the proposed amendment and reason for the amendment will be provided to each director not less than five days or more than ten (10) days prior to the applicable board meeting. Any amendment to the Bylaws must be approved by a vote of the board.

Adopted this Fifth day of November, 2020.



Jerry Brummer, Chair

Attest:

Bruce Abernethy, Vice Chair

Adopted this Fifth day of November, 2020.

Jerry Brummer, Chair

Attest:

A handwritten signature in blue ink that reads "Bruce Abernethy". The signature is written in a cursive style and is positioned above a horizontal line.

Bruce Abernethy, Vice Chair