



OCWCOG Articles of Agreement

Adopted February 20, 2001

This Amended Intergovernmental Agreement is made and entered into on this 20th day of February 2001, to 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 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 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 and all powers and duties authorized by ORS 190.080.

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 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.) 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, and 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 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;
- 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

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

¹As 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, amended September 21, 2000, ratified February 20, 2001.