

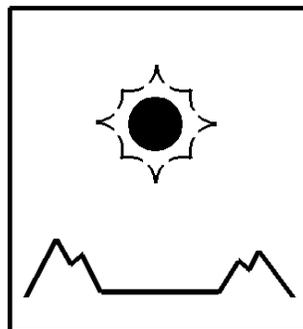
Agreement

of the

Mid-Willamette Valley Council of Governments

September 16, 1992

Amended March 17, 1999



AGREEMENT OF THE MID-WILLAMETTE VALLEY COUNCIL OF GOVERNMENTS

This Agreement is made and entered into this 17th day of March, 1999 by and between the undersigned governmental bodies.

I CITATION

The Mid-Willamette Valley of Oregon is faced with numerous problems resulting from rapid urbanization, including problems of health, education, safety, economics, transportation, recreation, culture, multiplicity of governments, budget restraints, coordination of programs, environmental quality, community appearance and well being. These problems will increase in complexity and intensity as the population increases. So that the solution of these problems may be prepared and planned through a rational democratic process the affected governmental units join in voluntary cooperation, and for this purpose they make this Agreement.

II AUTHORITY

This Agreement is established under the authority of the following Oregon Statutes:

- ORS 190.010 which authorizes local governments to form intergovernmental entities which are public bodies of the State of Oregon.
- ORS 190.030 which provides that any agency established under the authority of ORS 190.010 is vested with all powers, rights, duties, and functions therefore existing by law in separate agencies, pertaining to functions and activities.
- ORS 190.085 which requires that any participant in an intergovernmental agreement creating a separate entity ratify its participation by legislative act of its governing body.
- ORS 190.110 which authorizes public corporations, political subdivisions, and state agencies to cooperate.

III DEFINITIONS

1. "Agreement" shall mean the Agreement of the Mid-Willamette Valley Council of Governments by which this document is titled.
2. "Council" or "Council of Governments" shall mean the Mid-Willamette Valley Council of Governments established by this Agreement.
3. "Mid-Willamette Valley" shall mean the area within Marion, Polk and Yamhill Counties.
4. "Member government" shall mean a government which is a party to this Agreement or which becomes a member as provided in Article IX.

IV NATURE OF AGREEMENT

1. The parties to this Agreement recognize the need to inform each other of proposals, plans, developments and operations of significance which have regional impact. Members should bring all such proposals, plans, developments, and operations to the attention of the Council for its study and recommendation as the member may deem desirable.
2. This organization is based on the principle of the sovereign equality of all its members within the Council.

3. The parties to this Agreement recognize that the well being of each of the constituent political jurisdictions is dependent upon the sound growth and development of the entire Mid-Willamette Valley.
4. Nothing contained in this Agreement shall authorize the Council to intervene in matters which are essentially within the domestic jurisdiction of any member without its consent.
5. This Agreement and all actions of the Council shall be within the framework of the laws of the State of Oregon and its subdivisions.
6. The actions of any committee or group authorized by this Agreement are of an advisory nature and not binding on any member of the Council without the member's approval except with respect to the Council's own internal administrative matters, and actions taken by the Council in furtherance of a legal obligation.
7. All members, in order to insure to each of them the rights and benefits resulting from membership, shall fulfill in good faith the obligations assumed by them in accordance with this Agreement.

V ESTABLISHMENT

This Agreement supersedes the Charter and Agreement of the Mid Willamette Valley Council of Governments adopted January 1, 1975, which Agreement shall be terminated by the mutual consent of the parties upon the adoption of this Agreement. The Council established by this Agreement shall assume all obligations, functions and authority heretofore vested in or assumed by the Mid-Willamette Valley Council of Governments.

The history of this organization follows: On July 25, 1967 the Mid-Willamette Valley Council of Governments replaced the Mid Willamette Valley Planning Council organized on July 26, 1957, and the Mid Willamette Valley of Oregon Compact of Voluntary Intergovernmental Cooperation adopted December 23, 1959. The Charter and Agreement of the Council of Governments was amended on August 10, 1971, and on January 1, 1975. The Agreement of the Mid-Willamette Valley Council of Governments was amended on December 22, 1997.

VI PURPOSE

The purposes of this Agreement are:

1. To enable the elected officials of the member governments to jointly identify issues and needs which are regional in scope; achieve concurrence for cooperative actions; plan and recommend governmental action in areas of intergovernmental concern such as, health, safety, welfare and growth.
2. To assure, through cooperation and the pooling of common resources, maximum efficiency and economy in governmental operations which will provide every citizen with the utmost value for every tax dollar.
3. To attain the greatest degree of intergovernmental cooperation possible in the Mid Willamette Valley in order to foresee and prevent the problems created by urban growth and change in this region.
4. To develop among the several governmental units the ultimate in communication and understanding while effecting cooperation and coordination of services, programs and facilities.

VII FUNCTIONS

The Council's primary functions shall be:

1. To facilitate intergovernmental communication and issue resolution for member governments.

2. To provide technical and administrative support services to member governments or others as may be directed by the Council Board of Directors.
3. To initiate, conduct, or cause to be conducted, studies of regional problems.
4. To recommend action by public and private agencies for purposes of solving or alleviating regional problems.
5. To conduct and administer programs which, by law, must be administered by a regional agency, or at the request of the member government or governments who would otherwise be responsible for their administration.
6. To contract or subcontract with public and private agencies for performance of the foregoing functions.

VIII POWERS

The Council shall have the power:

1. To enter into agreements with the United States of America, State of Oregon or any subdivision or agency or any municipal corporation for the purpose of obtaining financial aid or other participation in attaining the objectives and purposes of the Council.
2. To enter into contractual relationships with private agencies or firms for terms not to exceed five years. Notwithstanding the foregoing limitation the Council may enter into real property lease agreements for terms not exceeding 20 years.
3. To establish an office and sub-offices as needed.
4. To adopt a budget indicating the expenditures of the Council and recommending the amount of financial participation by each member government.
5. To designate one or more member governments as service agents, for provision of financial, purchasing, personnel, legal and other auxiliary services to the Council and which shall account to the Council.
6. To appoint an Executive Director and assign duties, responsibilities and authorities.
7. To appoint advisory committees to assist in carrying out its functions and duties.
8. To exercise any and all powers and functions authorized by law for an intergovernmental entity, including the powers conferred by ORS 190.080.
9. Such other powers as are necessary to enable the Council to carry out its functions and duties or which are implied by this Agreement.

IX MEMBERSHIP

The membership of the Council shall consist of the signatories of this Agreement and any incorporated city, special district, or other legally established governmental entity in Marion County, Polk County, or Yamhill County which may become a member as herein provided. Continued membership in good standing, including the right to vote and participate in Council programs and services, shall be conditioned upon being current in payment of membership fees as set under this Agreement.

Membership may be attained by legally established governmental entities governed by officials directly elected by the people by:

- (a) Entering into a written declaration of unconditional acceptance of obligations under this Agreement in a form approved by the Council, and
- (b) Adopting an ordinance or other legislative act ratifying its participation in the Council as provided in ORS 190.085; and
- (c) Providing a portion of the finances necessary to defray the expenses of the Council as provided in Article XII of this Agreement, which portion shall be established annually by the Council prior to the approval of individual

government budgets by governing bodies of member governments and governments seeking membership in the Council.

Membership in the Council of Governments shall not constitute voting membership except as provided below in Section 2, Article IX, of this Agreement.

2. The voting membership of the Council, the authorized representatives of which may also be referred to as the "Board of Directors" of the Council, shall consist of the chief elected officials representing the current membership of the Council as follows:
 - (a) Marion County. (1 vote)
 - (b) Polk County. (1 vote)
 - (c) Yamhill County. (1 vote)
 - (d) City of Salem. (1 vote)
 - (e) The two most populous member cities (excluding Salem) of each county, each to have 1 vote. (6 votes)
 - (f) One additional city representative for each county selected by separate annual caucuses of the mayors of member cities of each county (excepting the two largest member cities of the county and Salem). (3 votes)
 - (g) Salem/Keizer School District. (1 vote)
 - (h) Salem Area Mass Transit District. (1 vote)

 - (i) Chemeketa Community College District. (1 vote)
 - (j) The Confederated Tribes of the Grand Ronde Community of Oregon (1 vote)
 - (k) A chair of a Fire or Water District of the tri-county area selected by annual caucus of the chairs of member fire and water districts. (1 vote)
 - (l) A chair of an Education Service District selected by annual caucus of the chairs of ESD boards to represent all member school districts of the tri-county area, except the Salem/Keizer School District. (1 vote)
 - (m) A chair of a soil and water conservation district, water control district, irrigation district, drainage district, or other legally established governmental entity concerned with conservation of natural resources shall be selected by annual caucus of three representatives (one from each member county who were selected by the afore-mentioned member districts in each county). (1 vote)
 - (n) A chair or board member of a parks and recreation district, library district, special district or other member of the Council not otherwise represented by the voting positions listed above. This representative shall be selected by annual caucus of representatives of the members in this category. (1 vote)

TOTAL (21 votes)

3. The Executive Director of the Council of Governments shall be responsible for calling annual caucuses of member governments for selection of voting representatives, and shall provide written notice to the affected member governments in advance of each caucus.
4. If a jurisdiction named above in Section 2 of this Article as a voting member chooses not to participate in the Council of Governments, its seat shall be left vacant.

X MEETINGS

1. The Council Board of Directors shall meet at times to be set by the Council and at such other times as the Chair may direct.

2. The Executive Committee shall meet at the call of the Chair and at such other times as a majority of the members of the Committee may call.
3. Annually the Chair shall call a general meeting at which meeting the Council shall review the status of the region with respect to all regional matters with which it is concerned.

XI PROCEDURES AND VOTING

1. The Council shall elect a chair, vice chair, and such other officers as it may desire.
2. Each voting member of the Council shall have one vote.
3. A quorum of the Board of Directors or Executive Committee shall be 51% of its members.
4. Decisions of the Council on procedures to be followed by the Council with regard to the conduct of its business shall be made by an affirmative majority vote.
5. Decisions of the Council which involve agreements between member governments shall require a majority vote, including an affirmative vote by members who represent the affected government or governments.
6. Every member when a question is taken shall vote unless a majority of the Council for special reasons shall excuse said person, but no member shall be permitted to vote on any subject in which he or she has a conflict of interest.
7. The duties of the Council's officers shall be as follows and such other duties as the Board shall direct:
 - (a) Chair
 - (1) To call meetings of the Board of Directors and the Executive Committee.
 - (2) To chair meetings of the Board of Directors and the Executive Committee.
 - (3) The chair shall have a vote in the proceedings of the Board of Directors and Executive Committee.
 - (b) Vice Chair
 - (1) To chair meetings of the Board of Directors and the Executive Committee in the absence of the Chair.
 - (2) When the Chair is unavailable for a considerable length of time or the urgency of an issue requires action of the Executive Committee, the Vice Chair may call a meeting of the Executive Committee at the request of the Executive Director or two members of the Executive Committee.
 - (c) Third Member of Executive Committee
 - (1) To consider and vote on actions placed before the Executive Committee and to participate in all matters brought before the Executive Committee.
 - (d) Immediate Past Chair
 - (1) To consider and vote on actions placed before the Executive Committee and to participate in all matters brought before the Executive Committee.
 - (2) To assist and advise the Executive Committee, and particularly the Chair, as to the motivation and concepts of the prior year's leadership of the Council of Governments on key issues and procedural matters.

XII PERMANENT COMMITTEES

1. There is hereby established an Executive Committee which shall consist of the Council Chair and Vice Chair and one other member of the Council's Board of Directors appointed by the Chair. Not more than two of these three members may represent jurisdictions in Salem and Marion County. The immediate past chair, if still in elected office, shall also serve in a voting position on the Executive Committee. The functions of the Executive Committee shall be:

- (a) To consult with the Executive Director of the Council and provide direction to him between the regular meetings of the Council's Board of Directors.
 - (b) To prepare operational guidelines for the Executive Director.
 - (c) To review all proposals for initiation of new programs by the Council of Governments and to prepare a statement of the impact of said programs for the consideration of the Board of Directors of the Council.
2. There is hereby established a Budget Committee which shall consist of six members including three members of the Board of Directors and three lay citizens appointed by the Board of Directors representing the major services and programs of the Council of Governments.
- (a) The Budget Committee shall perform the requirements of law, especially ORS 294.
 - (b) The Executive Director shall serve as Budget Officer and shall assist the Budget Committee.

XIII EXPENSES

The expenses of the Council shall be shared and defrayed by the governments represented by its members in proportion and relation to the benefits derived by each government. Prior to the approval of their individual government's budgets by the governing bodies of the member governments, the Council shall recommend a Council budget for the ensuing fiscal period. Each local government member shall appropriate in its budget and contribute its share of the expenses of the Council in accordance with the budget approved by the Council to the extent that revenues are available therefore insofar as each government member is concerned. The Executive Committee shall recommend a participation cost structure to the Council annually, no later than March, so that the Council may recommend these costs to the member governments.

XIV DURATION AND TERMINATION

This Agreement shall continue and remain in full force and the Council shall not be dissolved unless by a majority vote of the entities constituting the participating members; provided, however, that any such dissolution shall not become effective until such time as any contracts to which the Council is a party have been fully performed or are no longer in effect. In the event of such dissolution all assets on hand shall be distributed to the member governments in proportion to their contributions for the purchase of such assets.

Any member government may withdraw as a participating member in the Council under this Agreement at the termination of the fiscal year by notifying the Board of Directors of the Council at least six months prior to the end of the fiscal year of its intention to so withdraw.

In the event of withdrawal by a member government, the Council shall determine the portion of the Council's assets, if any, to which the withdrawing government shall be entitled. Any indebtedness incurred by the Council on behalf of a government which is withdrawing shall remain an obligation of that government provided that such indebtedness received the affirmative vote of the government on behalf of which the indebtedness was incurred at the time the obligation was incurred, and is evidenced by written agreement or memorandum.

XV AMENDMENTS

Amendments to this Agreement may only be made if three-fourths of the total member governments vote in favor of an amendment.

IN WITNESS WHEREOF, the parties to this Agreement have caused these articles to be executed by their authorized officer or representative as of the day and year first above written.