



Constitution and Bylaws

As amended at membership meetings: 1959, 1962, 1968, 1969, 1970, 1972, 1973, 1974, 1975, 1977, 1992, 1994, 1997, 1998, 2000, 2002, 2003, 2006, 2007, 2008, 2010, 2011.

Article I – Name and Purposes

Section 1 – Name:

This organization shall be known as the Association of Oregon Counties (also referred to herein as “AOC”).

Section 2 – Purposes:

The purposes of AOC shall be:

- (a) To secure cooperation among the counties of the state of Oregon in a comprehensive study of local problems and in the application of efficient methods of local government.
- (b) To provide means whereby the officials of the counties of this state may interchange ideas and experiences and obtain expert advice.
- (c) To collect, compile and distribute to county officials information about government and the administration of county affairs.
- (d) To work with the members of the Oregon congressional delegation in the protection of the interests of Oregon counties in matters of national legislation and in the administration of national legislative acts.
- (e) To formulate and promote such state legislation as will be beneficial to the counties of this state and the citizens thereof, and to oppose legislation detrimental thereto.
- (f) To secure commonalities among counties of this state in matters that affects the rights and liabilities of counties.
- (g) Upon approval of the Board of Directors, to institute or participate in litigation in the name of a member county, upon the request of such county, or in AOC’s own name for the purpose of securing a determination relative to the rights and liabilities of counties of Oregon, or of AOC itself, under any constitutional provision, statute, ordinance, or law;

to appear as a friend of the court in any court proceedings wherein the rights and liabilities of counties are affected and to appoint or employ counsel for the purpose herein mentioned.

- (h) To cooperate and partner with other public and private organizations to improve the financial and administrative capability of counties to serve and protect the public interest.
- (i) To provide such services to counties as counties may authorize and require through AOC, including but not limited to assistance in collective bargaining with employees, liability, casualty, workers compensation, health insurance and other employee benefits and the provision of joint facilities for counties with other governmental units acting singly or cooperatively. To that end, AOC may create or participate in appropriate entities and trusts which are suitable and convenient for carrying out its purposes.
- (j) To do any and all other things necessary and proper for the benefit of the residents of the counties of this state.
- (k) To appoint or employ counsel in order to accomplish any of the purposes of this organization herein mentioned.

Article II – Mission and Values

Section 1 – Mission:

The AOC mission is “Uniting counties to advocate, communicate and educate.”

Section 2 – Values:

AOC will work toward fulfillment of this mission while adhering to the values of:

- Honesty and integrity;
- County self-governance;
- Creativity and innovation;
- Open communication;
- Strong partnerships and leadership; and
- Embracing the diversity of counties and their strength of common interests.

Article III – Membership

Section 1 – AOC Membership:

- (a) Eligibility: Any county in the state of Oregon shall be eligible to membership.
- (b) Acquisition: Any county of the state of Oregon may become a member by paying the membership fee for the current year pursuant to Article V, Section 2.

Section 2 – Affiliate Membership:

Affiliate membership in AOC may be considered for any statewide association:

- (a) Where the voting membership is primarily composed of elected county officials; or
- (b) Where the voting membership is primarily composed of professionals who have significant administrative responsibility and authority in an Oregon county. Significant administrative responsibility and authority shall be measured by the degree to which the professional: (1) prepares the regular meeting agenda for the governing body, (2) coordinates and recommends a balanced annual county budget to the budget committee and governing body and (3) undertakes or recommends the appointment, evaluation and termination of county department heads.

Affiliate members shall have a representative on the Board of Directors. Such representative shall be employed by an Oregon county that is a member of AOC.

Section 3 – District Attorney Association Membership on Legislative Committee:

The membership of the AOC Legislative Committee may include one district attorney designated by the Oregon District Attorneys Association.

Section 4 – Associate Membership:

Any statewide association, the voting membership of which consists primarily of Oregon county department directors who serve at the pleasure of a county court or board of commissioners or a county administrative officer or the voting membership of which consists primarily of organizations or entities that are designated by a county governing body to perform aging or economic development services under contract with or on behalf of the county, may be an associate member of AOC subject to approval by the Board of Directors of AOC and payment of any current year fees that may be set by the Board.

Representatives of associate member organization shall be eligible for appointment by the AOC President to membership on a committee created pursuant to Article XIII or Section 3 of Article XIV of this Constitution and Bylaws. Such representatives must be employed by an AOC member county, except that an association of organizations or entities designated to perform aging or economic development services may be represented on a committee by a representative designated by a member county and employed by an organization or entity designated to perform such services under contract with or on behalf of the member county. The President may delegate to the committee chair the authority to appoint associate members to that committee. The Executive Director is authorized to perform such duties as may reasonably be accommodated to further the objectives of associate members.

Section 5 – Insurance Associate Membership:

- (a) Subject to approval by the Executive Director of AOC and payment of any current year fees that may be set by the Board of Directors, a public body described in paragraph (b) of this section may be an insurance associate member. An insurance associate member is a member for only the limited purpose of being able to participate in City County Insurance Services (CIS) insurance and risk management services, subject to adopted CIS policies.
- (b) Insurance associate member status is available to a public body that is not a county or incorporated city if it is created by a county under statutory or home rule charter authority or it provides services a county itself would otherwise provide within its own boundaries.
- (c) As used in this section, “public body” means:
 - (A) An Oregon political subdivision;
 - (B) An Oregon municipal or public corporation;
 - (C) An instrumentality of an Oregon county, political subdivision, municipal or public corporation; or
 - (D) Any intergovernmental agency, department, council, joint board of control in Oregon created under ORS 190.125 or other like entity which is created under ORS 190.003 to 190.125, which does not act under the direction and control of any single member government.

Section 6 – Additional Membership:

Other classes of, and conditions for, membership may be established by the Board of Directors but such membership shall carry no voting privileges on the Board or the Legislative Committee or at membership meetings. Additional memberships shall not be created that allow any AOC income to accrue to the benefit of any private entity, company, organization or individual.

Section 7 – Termination:

- (a) Any member described in this Article may withdraw from membership by notifying the AOC Board of Directors of its election to do so.
- (b) Membership of any member described in this Article may be terminated by the AOC Board of Directors when the board determines that it is in the interests of AOC to do so.
- (c) Except as provided in Article XIX, Section 2, no member whose membership is terminated shall have any claim to the income or assets of AOC.

Article IV – Partners

Section 1 – Business Partners:

- (a) A private entity, company, organization or individual that is not a member county or employee of a member county may be considered for Business Partner status:
 - (A) Through application in writing to the Board of Directors for Business Partner status;
 - (B) By paying an annual partner fee established by the Board; and
 - (C) By accepting and signing the Business Partner Code of Conduct Agreement adopted by the Board.

- (b) Business Partners:
 - (A) May not be voting members of any AOC committees or task forces but may attend such meetings and with the approval of the chair participate in group discussions.
 - (B) Shall be eligible for discounts of registrations and priority vendor booth space.
 - (C) Shall have the exclusive opportunity to sponsor AOC activities and receive recognition for their contribution.
 - (D) Are eligible for membership on the AOC Business Partner Advisory Board, which shall be appointed as provided in Article XIV, Section 3.
 - i. The Business Partner Advisory Board will provide recommendations to the AOC Board of Directors with regard to the Business Partner Program including events, sponsorships, publications and training.
 - ii. The Business Partner Advisory Board will develop and recommend a Code of Conduct for Business Partners to the AOC Board of Directors.

Section 2 – Additional Partnerships:

Other classes of, and conditions for, partnerships may be established by the Board of Directors but such partnerships shall carry no voting privileges.

Section 3 – Partnership Limitations:

Nothing in this section confers any rights over the governance, income or assets of AOC to any private entity, company, organization or individual. As provided in Section 4 of Article V, income shall accrue only to the member counties of AOC. In accordance with Article XIX, upon dissolution of AOC, any assets remaining after satisfaction of outstanding indebtedness and liabilities will be distributed exclusively among the counties.

Article V – Finance

Section 1 – Fiscal Year:

The fiscal year of AOC is January 1 to December 31.

Section 2 – Membership Fees:

The annual membership fees for the counties of this state shall be determined by the Board of Directors in the following manner:

- (a) The Budget Committee shall prepare and provide to the Board of Directors a proposed AOC budget for the ensuing year.
- (b) The Board of Directors shall review, modify as the Board considers appropriate, approve and submit the proposed AOC budget, which budget shall adequately provide for all association activities.
- (c) Upon adoption of the budget by AOC, either as presented by the Board of Directors or as amended by AOC, the Board shall assess the membership fees for each county for the ensuing year by fixing a uniform base fee for all counties and prorating the difference between the total amount of the budget and the total of base fees among the several counties as follows:¹
 - (A) One-half the difference shall be prorated on the basis of the previous year's real market value as reported to the Oregon State Department of Revenue; and
 - (B) One-half the difference shall be prorated on the basis of population as determined by the population certificates on file with the Center for Population Research and Census pursuant to ORS 190.520 at the time the budget is adopted.
- (c) Notwithstanding paragraphs (A) and (B) of subsection (b) of this section, the total amount of membership fees assessed against an individual county shall not exceed an amount equal to twenty times the approved base fee.
- (d) If in the judgment of the Board of Directors an individual county is unable to pay its full membership fee to AOC because of a highly unusual fiscal situation within the county, the Board may reduce that county's fee assessment for the current year.

Section 3 – Expenditures:

No funds shall be expended except as provided for in the approved budget or upon approval of the Board of Directors and in furtherance of the purposes of AOC.

¹ ORS 190.020(1)(a)

Section 4 – Accrual of Income:

Income collected by or credited to AOC shall not accrue to the benefit of any private person, firm or corporation, but shall accrue only to the member counties of AOC.²

Section 5 – Treasurer's Bond:

A surety bond in an amount to be determined by the Board of Directors shall be required of the Treasurer, conditioned upon faithful performance, the expense thereof to be paid by AOC.

Section 6 – Audits:

All funds, revenues and expenditures of AOC shall be audited at least annually.³ The Audit Committee shall review the audit and report to the Board of Directors.

Article VI – Officers

Section 1 – Officers:

The officers of this organization shall be President, First Vice President, Second Vice President, Treasurer, Immediate Past President and Executive Director, each of whom, with the exception of the Executive Director, shall hold an elective position as a member of the county court or board of commissioners of a member county. The officers shall exercise the duties and powers incident to their offices.

Section 2 – Duties and Powers:

The officers of AOC shall perform all duties incident to the offices they hold and such other duties as may be prescribed by this Constitution and Bylaws or the Board of Directors. In particular, the officers shall perform the following functions:

- (a) **President:** The President is the chief elected officer of AOC. The President presides over the policy-making activities of the Board of Directors and assists the Executive Director in the representation of that policy to other groups and individuals. The President shall preside at board meetings. The President may sign contracts, deeds, leases and other instruments or documents as authorized by the Board or as necessary to carry out the purposes of AOC. The President is a voting member of the Executive Committee, the Board of Directors, the Legislative Committee, the Special Operations Committee and the Resolutions Committee. The President makes appointments to AOC committees and task forces and, at the request of Oregon's executive branch and others, to other groups. The

² ORS 190.080(5)

³ ORS 190.020(1)(b)

President conducts an annual evaluation of the Executive Director.

- (b) **First Vice-President:** The First Vice-President is the first in line to assume responsibilities of the office of President in the event of a vacancy or the inability of the President to perform the duties of the office. The First Vice-President may also be authorized by the President to execute documents or perform other responsibilities in the absence of the President. The First Vice-President shall perform other duties that may be assigned by the President. The First Vice-President is a voting member of the Executive Committee, the Board of Directors, the Legislative Committee, the Special Operations Committee and the Resolutions Committee. The First Vice-President chairs the Budget Committee and participates in the evaluation of the Executive Director.
- (c) **Second Vice-President:** The Second Vice-President is the second in line to assume responsibilities of the office of President and first in line to assume the responsibilities of the office of First Vice-President if those officers are unable to perform their duties or in the event of a vacancy. The Second Vice-President is a voting member of the Executive Committee, the Board of Directors, the Legislative Committee, the Special Operations Committee and the Resolutions Committee. The Second Vice-President serves as principal liaison to AOC affiliate groups. The Second Vice-President participates in the evaluation of the Executive Director.
- (d) **Treasurer:** The Treasurer is responsible for oversight of AOC's internal financial affairs, including oversight of the internal controls systems and ensuring an annual audit of the AOC fiscal accounts. The Treasurer is also authorized to sign checks in accordance with the financial controls of AOC. The Treasurer is a voting member of the Executive Committee, the Board of Directors, the Legislative Committee, the Special Operations Committee and the Resolutions Committee. The Treasurer participates in the evaluation of the Executive Director.
- (e) **Immediate Past President:** The Immediate Past President is a voting member of the Executive Committee, the Board of Directors, the Legislative Committee, the Special Operations Committee and the Resolutions Committee. The Immediate Past President provides advice and counsel to the Executive Committee and Executive Director and participates in the evaluation of the Executive Director. The Immediate Past President also takes the lead in recruiting candidates for AOC officer positions.
- (f) **Executive Director:** The duties of the Executive Director shall be defined by the Board of Directors subject to the will of AOC expressed at any duly called meeting.

Section 3 – Term of Office:

All officers except the Immediate Past President and the Executive Director shall be elected on or before December 31 for a term of one year and shall hold office until their successors are elected and qualified. Their terms shall begin as of the day immediately following their

election. All officers except the Executive Director and the Immediate Past President shall be elected at the Annual Meeting of AOC. The President shall automatically assume the position of Immediate Past President upon expiration of the term as President.

Section 4 – Vacancies:

- (a) Except for vacancy in the office of President or Executive Director, any vacancy in office shall be filled by appointment by the President, subject to the approval of the Board of Directors. If the office of Immediate Past President becomes vacant, the President shall appoint a prior Past President to fill the vacancy.
- (b) If the office of President becomes vacant during the term of such office, the vacancy shall be filled by appointment by the Executive Committee, subject to the approval of the Board of Directors.
- (c) An individual appointed to fill a vacancy in an elective office as provided in this section shall hold office for the remainder of the term.

Section 5 – Selection of Candidates for Office:

- (a) Selection Process: Any eligible commissioner or judge may seek an AOC office. The Immediate Past President shall receive the names of candidates who have notified the Immediate Past President in writing of their candidacies at least twenty-four (24) hours before the start of the annual business meeting. The Immediate Past President shall not reject any candidate. The Immediate Past President shall confirm that each candidate would be willing to serve if elected. Unless instructed otherwise in writing by those officers, the Immediate Past President shall include the Second Vice President as a candidate for First Vice President and shall include the First Vice President as a candidate for President. The Immediate Past President shall report the names of the candidates to the membership and AOC staff shall provide a printed ballot, including the names of all the candidates who have notified the Immediate Past President by the above deadline or who are otherwise described above as nominees, to the membership at the Annual Business Meeting.
- (b) Additional nominations may be presented from the floor.

Section 6 – Election of Officers:

- (a) Time of Election: The election of officers shall occur at the Annual Business Meeting of AOC.
- (b) Multiple Nominees. If there is more than one nominee for an office, voting shall be by written ballot on which the identity of the delegate voting shall be written. The nominee who receives more than fifty (50) percent of votes cast for that office shall be

considered elected. If there are more than two nominees for an office and no nominee receives more than fifty percent of the votes cast, the nominee who receives the fewest votes shall be eliminated, and the voting shall continue until only two nominees remain. If there is a tie between the two remaining nominees, the presiding officer shall toss a coin. The nominee who wins the toss shall be considered elected.

Article VII – Board of Directors

Section 1 – Membership:

The Board of Directors shall consist of the President, First Vice President, Second Vice President, Treasurer, Immediate Past President of AOC, any judge or commissioner serving as an officer or member of the Board of the National Association of Counties or the Western Interstate Region, one representative from each of the affiliate members, eight district chairs and up to six members at large, plus one additional member from each county with a population of 250,000 or more, each of whom, except affiliate representatives, shall hold office on the County Court or Board of County Commissioners of a member county.

Section 2 – Membership Selection:

- (a) **Members from Districts:** One member of the Board of Directors shall be selected from each of the districts as hereinafter defined, which selection shall be by the vote of the members of the County Courts or Boards of County Commissioners of that district. The selection in any year during which the term of the Board member representing a district expires shall be made at the annual convention, or at a meeting called especially for that purpose.
- (b) **Members at Large:** After receiving the recommendations of the President, other members of the Board of Directors shall appoint the members-at-large from zero to six, giving due consideration to (1) achieving a balanced representation on the Board; and (2) maximizing the number of counties that are represented on the Board.
- (c) **Members from counties with 250,000 or more population:** After receiving recommendations from the President, and by a majority vote, other members of the Board of Directors shall also appoint one additional member to the Board from each county with a population of 250,000 or more.

Section 3 – District Representation:

The counties of this state shall be grouped into eight districts as follows:

District 1	District 2	District 3	District 4
Baker	Crook	Gilliam	Coos
Grant	Deschutes	Hood River	Curry
Malheur	Harney	Morrow	Douglas
Umatilla	Jefferson	Sherman	Jackson
Union	Klamath	Wasco	Josephine
Wallowa	Lake	Wheeler	
District 5	District 6	District 7	District 8
Benton	Marion	Clatsop	Clackamas
Lane	Polk	Columbia	Multnomah
Linn	Yamhill	Lincoln	Washington
		Tillamook	

Section 4 – Term of Office:

The term of office of members of the Board of Directors who are either elected from districts or appointed by the Board from counties with a population of 250,000 or more shall be two years, and the term of office of the members at large appointed by the Board shall be one year. All terms of office begin as of the day of election or appointment, and continue until a successor is elected or appointed and qualified. Vacancies in the Board positions occupied by the Immediate Past President and the members-at-large shall be filled by appointment of the President, with the approval of the Board. Vacancies in the Board positions occupied by members elected from districts shall be filled by vote of the members of the County Courts and Boards of County Commissioners of the district.

Section 5 – Alternates:

At the time of the selection of the members of the Board of Directors by the several districts, there shall also be selected one alternate from each district who shall serve on the Board in the event that the regularly elected member shall for any reason be unable to attend any meeting of the Board, and which alternate shall become a regular member of such Board upon the death or removal from county office of the duly elected regular member, or upon resignation from the Board, or upon removal in accordance with Section 6 of this Article.

Section 6 – Declaration of a Vacancy:

A position on the Board of Directors may be declared vacant by the President when the person holding such position fails to consistently attend duly called meetings for which such person has received notification, except where such person is prevented from attendance due to illness, emergency, absence from the state or has been previously excused by the President.

Section 7 – Duties and Powers:

The Board of Directors shall have general supervision over all the affairs of the organization subject to the will of AOC expressed at any duly called meeting. The Board shall appoint the Executive Director who shall hold office at the pleasure of said Board. The Board shall formulate policies of AOC subject to the expressed will of AOC and shall direct the activities of the Executive Director. The Board shall do any and all other things necessary to accomplish the general purposes of AOC.

Section 8 – Meetings – Quorum:

Meetings of the Board of Directors may be held at any time upon the call of the President or upon the call of any two members. Eight members from at least five of the eight districts shall constitute a quorum.

Section 9 – Voting:

Actions may be taken by a majority vote, a quorum being present. Votes by proxy are not permissible. An action to terminate a membership pursuant to Article III, Section 7, requires approval by at least two-thirds of the members of the Board.

Article VIII – Executive Committee

Section 1 – Membership:

The Executive Committee shall consist of the President, First Vice President, Second Vice President, Treasurer and Immediate Past President of AOC. The Executive Director shall be a non-voting member of the committee.

Section 2 – Duties and Powers:

The Executive Committee may act for the Board, pursuant to specific delegation of authority to such committee by the Board, between Board meetings on all matters so delegated, except those specifically reserved to the Board by this Constitution and Bylaws. Actions of the Executive Committee shall be reported to the Board by no later than the next Board meeting.

Section 3 – Quorum:

A quorum is a majority of the membership.

Section 4 – Voting:

Actions may be taken by a majority vote, a quorum being present. Votes by proxy are not permissible.

Article IX – Special Operations Committee

Section 1 – Membership:

The Special Operations Committee shall consist of the President, First Vice President, Second Vice President, Treasurer and Immediate Past President plus the chairs of the steering committees. If a steering committee has more than one chair, only one shall have a vote and count toward a quorum per meeting. The Executive Director shall be a non-voting member of the committee.

Section 2 – Duties and Powers:

The Special Operations Committee may act for the Legislative Committee between Legislative Committee meetings on all matters so delegated. Actions of the Special Operations Committee shall be reported to the Legislative Committee by no later than the next Legislative Committee meeting.

Section 3 – Quorum:

A quorum is a majority of the voting membership.

Section 4 – Voting:

Actions may be taken with the approval of at least sixty-seven (67) percent of those voting, a quorum being present. Votes by proxy are not permissible.

Article X – Executive Director

Section 1 – Qualifications:

The Executive Director of AOC shall be a competent qualified individual and a resident of the state of Oregon while holding such office.

Section 2 – Appointment:

The Executive Director shall be appointed by the Board of Directors, and shall hold office at the pleasure of the Board.

Section 3 – Salary:

The Executive Director shall receive a salary fixed by the Board of Directors.

Section 4 – Office Expenses:

All expenses connected with the operation of the AOC office and all necessary travel expense incurred by the Executive Director and members of the staff shall be paid by AOC in accordance with the AOC financial and other related policies.

Section 5 – Duties:

The duties of the Executive Director shall be defined by the Board of Directors subject to the will of AOC expressed at any duly called meeting.

Article XI – Legislative Committee

Section 1 – Membership and Selection:

- (a) The Legislative Committee shall consist of all the following:
 - (A) The Board of Directors;
 - (B) One additional member from each of the eight districts, which additional member shall be selected by the Board of Directors;
 - (C) The chair of each committee that has been created in accordance with Article XIII of this Constitution and Bylaws and that has been designated as a steering committee;
 - (D) One district attorney designated by Oregon District Attorneys Association as provided in Article III; and
 - (E) Any additional member(s) the Board of Directors may choose to appoint in accordance with any petition(s) submitted as provided in paragraph (b) of this Section.
- (b) By an affirmative action of its governing body, any county that does not have a member of its governing body on the Legislative Committee may petition the Board of Directors to appoint one of its members to the Legislative Committee.
- (c) Except for a committee chair who serves by virtue of holding that office or a district attorney, each non-Board of Directors member of the Legislative Committee shall serve for a two-year term. Except for a district attorney, each non-Board member must also be a member of a County Court or Board of Commissioners of a member county. The district attorney member shall serve for a one-year term.

Section 2 – Duties and Powers:

The Legislative Committee shall formulate public policies and legislative positions, including policies and positions on state or federal legislation, initiative petitions or ballot measures, and shall direct the legislative activities of the Executive Director or any other individual retained to represent AOC in legislative matters, subject, however, to the will of AOC expressed at any duly called meeting.

Section 3 – Meetings – Quorum:

Meetings of the Legislative Committee may be held at any time upon the call of the President or upon the call of any two members. Twenty-three (23) members from at least five of the eight districts shall constitute a quorum. Members who participate by telephone or video conference call or similar contemporaneous means are considered present for purposes of parliamentary rules.

Section 4 – Voting:

- (a) **Actions:** Actions on public policies or legislative positions may be taken only with approval of at least sixty-seven (67) percent of those voting, a quorum being present. Any other actions may be taken by a majority vote, a quorum being present. Votes by proxy are not permissible.
- (b) **Minority Reports:** A minority of the committee consisting of at least twenty-five (25) percent of those voting may issue an expression of a different point of view with respect to an action on public policy or legislative position that is taken by the committee.

Article XII – Resolutions Committee; Resolutions Process

Section 1 – Resolutions Committee:

- (a) **Membership:** The Resolutions Committee shall consist of the Executive Committee and the chairs of the districts of AOC.
- (b) **Meetings:** Meetings: The Resolutions Committee shall meet at the close of the business day on the first day of the annual conference. It shall meet again at the close of the business day on the day previous to the day of the annual business meeting.
- (c) **Duties and Powers:**
 - (A) The Resolutions Committee may approve, modify or disapprove any resolution submitted for its consideration.
 - (B) Resolutions submitted to the Resolutions Committee as provided in Section 2 of this Article for the annual meeting that relate to state legislative issues other than initiative petitions or ballot measures shall be referred by the Resolutions

Committee to the AOC Legislative Committee for action.
(C) The Resolutions Committee shall determine whether a resolution is germane to matters of county concern.

(d) Quorum: A majority of the members constitutes a quorum.

(e) Voting: Actions may be taken by a majority vote, a quorum being present. Votes by proxy are not permissible.

Section 2 – Process for Proposing Resolutions:

Except as provided in Section 3 (b) of this Article, resolutions proposed for adoption at the annual business meeting must be submitted to the Resolutions Committee by noon on the day previous to the day of the annual business meeting.

Section 3 – Process for Adopting Resolutions:

(a) Resolutions approved or modified by the Resolutions Committee must be made available to the AOC membership at least four hours prior to the annual business meeting.

(b) Resolutions presented in writing may be accepted from the floor if their consideration is approved by a two-thirds vote of those present and eligible to cast votes at the meeting of the Resolutions Committee or at the annual business meeting of AOC.

(c) A resolution at an annual or special meeting of the membership must be approved by at least sixty-seven (67) percent of the delegates voting, a quorum being present, in order to be adopted.

Article XIII – Steering Committees

Section 1 – Creation – Membership:

The AOC President, with approval of the Board of Directors, may appoint Steering Committees and chairs or co-chairs of the Steering Committees, as may be necessary or desirable. Steering Committees report to the Legislative Committee. AOC members may volunteer to serve as committee members. Each committee chair may appoint to membership on that committee one or more affiliate members, district attorneys and, if authorized by the President under Section 4 of Article III, associate members.

Section 2 – Meetings:

Steering committees shall meet upon call of the President or the committee chair.

Section 3 – Quorum:

To constitute a quorum, at least five committee members must be present, of who at least three must be county commissioners or judges. Votes by proxy are not permissible.

Section 4 – Voting:

An affirmative vote of the majority of members present is required for committee action.

Article XIV – Budget Committee; Audit Committee; Additional Committees

Section1 – Budget Committee:

- (a) **Membership Selection:** The Budget Committee shall consist of the First Vice President as chair and each of the district chairs or their designees as members. The Treasurer shall serve as an ex-officio member.
- (b) **Duties and Powers:** The Executive Director shall propose annually a budget for review by the Budget Committee. The Budget Committee shall recommend a proposed budget to the Board of Directors prior to the annual conference. The proposed budget shall include the dues amount for each member county.
- (c) **Meetings, Quorum:** The First Vice President shall convene the Budget Committee far enough in advance of the annual conference for the committee and the board to complete their work on the proposed budget. A majority of the members of the committee constitutes a quorum.
- (d) **Voting:** Action may be taken by a majority vote, a quorum being present.

Section 2 – Audit Committee:

- (a) **Membership Selection:** The President shall recommend and the Board of Directors shall appoint annually an Audit Committee. The Treasurer shall serve as Chair. The Committee shall be made up of at least one county administrator and three members of the Board.
- (b) **Duties and Powers:** The Audit Committee shall meet with the auditor to review the annual audit of AOC and report any findings to the Board.
- (c) **Meetings, Quorum:** The Treasurer shall convene the Audit Committee. A majority of the members of the committee constitutes a quorum.
- (d) **Voting:** Action may be taken by a majority vote, a quorum being present. Votes by proxy are not permissible.

Section 3 – Additional Committees:

The President of AOC, with approval of the Board of Directors, may appoint such other standing committees and task forces as may be necessary or desirable. Such other

committees and task forces shall meet upon call of the President or the committee chair. The President may directly nominate or appoint interested county officials to committees or task forces convened by organizations other than AOC. A county official or employee appointed to an AOC committee or task force, or appointed by AOC to a committee or task force convened by an organization other than AOC, must be from a member county in order to serve. As used in this Article, a committee is a group created to address issues involving a particular subject on an ongoing basis as issues arise; a task force is a group created to address particular issues within a limited period of time.

Article XV – Conferences

Section 1 – Annual Conference:

The annual conference of AOC shall be held at the discretion of the Board of Directors at a time between September 1 and December 15, except that the annual conference shall not be held during the week in which a regular general statewide election is held or during the week in which Thanksgiving Day is observed. The meeting place shall be determined by the Board. The program of the annual conference shall be arranged by or under the direction of the Board. The annual business meeting shall be held at the annual conference.

Section 2 – Mid-Year Conference:

A mid-year conference may be held at the discretion of the Board of Directors. If held, the meeting place shall be determined by the Board; and the program shall be arranged by or under the direction of the Board.

Article XVI – Membership Meetings

Section 1 – Annual Business Meeting:

The annual business meeting of AOC shall be held during the annual conference. At the annual meeting, the presiding officer shall appoint a parliamentarian. A majority of the member counties of the state, which are represented by at least one delegate, shall constitute a quorum.

Section 2 – Special Meetings:

Special meetings of AOC may be called by the Board of Directors at any time by giving notice to the County Court or Board of County Commissioners of each member county at least five days prior to the date of the meeting. The notices shall state the purpose of this meeting. At a special meeting of AOC, the presiding officer shall appoint a parliamentarian. A majority of the member counties of the state, which are represented by at least one delegate, shall constitute a quorum.

Section 3 – Regional Meetings:

Regional meetings may be called at any time by the President or Board of Directors for the benefit of counties located in various parts of the state or for the benefit of counties interested in a particular subject. A majority of the member counties of the region, which are represented by at least one delegate, shall constitute a quorum.

Section 4 – District Meetings:

Meetings of the districts of AOC shall be held at such times and places as may be determined by the chair of each district. A district meeting may be convened for any purpose of interest to the district including, but not limited to, district elections, consideration of regional or district issues, to develop policies or to present a proposed AOC budget. A majority of the member counties of the district which are represented by at least one delegate shall constitute a quorum.

Section 5– Voting:

Each county may be represented by one or more members of the County Court or Board of County Commissioners and each member county shall be entitled to one vote for each delegate present. The Board of Directors may adopt a weighted voting system, which shall become effective at the annual convention or a special meeting of AOC on any individual issue, other than the election of officers, upon affirmative vote of sixty-seven (67) percent of the delegates of member counties present.

Article XVII – Parliamentary Procedure

Except as otherwise provided in this Constitution and Bylaws, all questions of parliamentary practice shall be decided according to the current edition of Robert’s Rules of Order. Except for membership meetings or as otherwise provided in this Constitution and Bylaws, individuals who participate in meetings by telephone or video conference call or similar contemporaneous means are considered present for purposes of parliamentary rules.

Article XVIII – Amendments

The Constitution and Bylaws may be amended at any annual meeting or at any special meeting called for that purpose upon affirmative vote of two-thirds of the delegates of member counties present.

Article XIX – Dissolution

Section 1 – Method:

AOC may be dissolved at any time by unanimous vote of all the members.⁴

Section 2 – Rights and Obligations:

Upon dissolution of AOC, the counties then participating shall mutually agree upon the transfer of personnel, division and distribution of assets, outstanding indebtedness and liabilities (including accrued personnel benefits). A county that withdraws from membership within two years of termination shall share in the disposition, division and distribution as though the county had continued as a member to the date of termination. If litigation becomes necessary, then venue shall be established in the Circuit Court for Marion County, Multnomah County or Lane County to determine the transfer or division.⁵

Article XX – Property; Duration; Intergovernmental Agreement

Section 1 – Ownership of Property:

AOC is authorized to purchase, receive, hold or manage property, both real and personal, and may lease, sell or otherwise dispose of the same.

Section 2 – Duration of AOC:

The duration of AOC shall be perpetual.⁶

Section 3 – Intergovernmental Agreement:

- (a) **Status of Organization:** This Constitution and Bylaws are intended to constitute an agreement for intergovernmental cooperation by units of local government under ORS 190.010 to 190.110 inclusive, in performing functions and providing services which all of the parties have authority to perform and provide. For purposes of ORS 190.010 to 190.110, the organization created by this Constitution and Bylaws to perform certain functions and activities herein set forth shall carry out those functions by a combination of methods provided for in ORS 190.020.⁷
- (b) Nothing in the 2010 Amendments to this Constitution and Bylaws is intended to affect the nature of AOC as an instrumentality of government or as an intergovernmental entity or to otherwise affect its ongoing organizational status.

4 ORS 190.020(1)(f)

5 ORS 190.020(1)(c); ORS 190.020(2); ORS 190.080(5)

6 ORS 190.020(1)(e)

7 ORS 190.010