

•

NORCOR

•

BYLAWS

•

TABLE OF CONTENTS

ARTICLE I - AUTHORITY	1
ARTICLE II - PURPOSE	1
ARTICLE III - MEMBERSHIP	2
ARTICLE IV - REPRESENTATION ON BOARD OF DIRECTORS	2
ARTICLE V - MEETINGS	3
ARTICLE VI - PROCEDURES AND VOTING	4
ARTICLE VII - OFFICERS	5
ARTICLE VIII - ELECTION OF OFFICERS	6
ARTICLE IX - FUNCTIONS AND DUTIES	7
ARTICLE X - POWERS	8
ARTICLE XI - FORMATION AND DUTIES OF EXECUTIVE COMMITTEE	9
ARTICLE XII - HUMAN RESOURCES	11
ARTICLE XIII - PROFESSIONAL SERVICES	11
ARTICLE XIV - FISCAL YEAR	11
ARTICLE XV - FINANCE	11
ARTICLE XVI - DURATION AND TERMINATION	12
ARTICLE XVII - AMENDMENTS	13

B Y - L A W S
OF
NORTHERN OREGON CORRECTIONS

ARTICLE I - AUTHORITY

The authority for the establishment of NORTHERN OREGON CORRECTIONS (hereinafter referred to as "NORCOR") is set forth in the State of Oregon enabling legislation ORS 190.003 through 190.110, 169, 169.610, 169.740 and by resolutions and/or intergovernmental agreement of Hood River, Wasco, Sherman, Gilliam Counties, and any governmental entity, subject to the approval of the Board of Directors of NORCOR.

ARTICLE II - PURPOSE

The purpose of NORCOR is to assist local governments and provide a legal structure between local, state and federal governments such as:

- A.) To provide a forum for elected officials and citizens of member governments to identify justice issues and needs which are regional in scope; achieve concurrence for cooperative actions; plan, approve and recommend governmental actions in areas of intergovernmental concern; and evaluate the effectiveness of such actions in measurable terms.
- B.) To attain the maximum degree of cost effective, intergovernmental cooperation possible in the multi-county, Mid-Columbia region in order to delivery an acceptable quality of justice; to foresee and prevent justice problems created by government budget limitations, custodial mandates, rehabilitative requirements, socio-economic factors, legal requirements, and offender population growth and respond to changes in the applicable laws of the State of Oregon.

- C.) To assure through coordination, cooperation and the pooling of common resources, maximum efficiency and economy in governmental operations which will provide every citizen of the region with the utmost value for every tax dollar.
- D.) To encourage and provide the opportunities for local governments to plan, program and implement actions which are intended to provide to our communities a safer quality of life.
- E.) To utilize the capacitation of intergovernmental cooperation such as grant development, joint enterprises, mutual aid, parallel action and contractual services on a voluntary basis through formal and informal agreements.

ARTICLE III - MEMBERSHIP

The eligible membership of NORCOR shall consist of the following:

- A.) Hood River County
- B.) Wasco County
- C.) Sherman County
- D.) Gilliam County
- E.) Governmental entities approved by the Board of Directors of member counties (see Article IV).

ARTICLE IV - REPRESENTATION ON BOARD OF DIRECTORS

- A.) The NORCOR Board of Directors shall consist of two members from each of the member governing bodies including elected county judges and commissioners and/or their appointed designee or alternate.
- B.) Each member governing body may have two official representative at each meeting.
- C.) The term of office of NORCOR directors for financially participating governing bodies shall be two years commencing on February 1 or as soon thereafter as

practicable and any past members shall be eligible for reappointment. The term of office in NORCOR shall expire upon the expiration of the term of an elected official, and the governing body shall appoint a new director and/or alternate.

- D.) Directors who are absent, without excuses, from three consecutive regularly scheduled meetings shall be ruled inactive and subject to immediate replacement by those responsible for their appointment upon notification in writing by the NORCOR Board of Directors of the absences.
- E.) All appointments by member governing bodies shall be formally conveyed to the NORCOR administrator, who shall make proper notification to member governing bodies and maintain a current roster of active directors and their appointed alternates.

ARTICLE V - MEETINGS

- 1.) Regular Meetings
 - a.) The Board of Directors shall meet monthly or as required, at a time and place set by the NORCOR administrator or the chair as required by Oregon law (ORS 192.640 [1981])
 - b.) Notification of regular meetings shall be made in writing to members and the general public by way of the media prior to the date of the meeting.
- 2.) Special Meetings
 - a.) Special meetings may be called by the Board chair or by representatives of a simple majority of the Board of Directors.
 - b.) Special meetings shall be announced to all members in writing and/or by telephone at least 24 hours before the meeting occurs, provided that public notice is provided to the various press media within the boundaries of the governing bodies.
- 3.) Annual Meetings

Each February the chair shall call an annual meeting for election of officers.

4.) Minutes and Records

- a.) Actions of the Board of Directors requiring written execution, such as formal resolutions may be drawn up after the action has been taken; and the signature of the chair person, subject to the approval of a majority of the Board of Directors, shall be sufficient to validate such actions or resolutions.
- b.) Contracts and agreements to which NORCOR is a party shall be provided to legal counsel at least two weeks prior to a regularly scheduled meeting, and counsel shall provide advice or adjustments, as necessary.
- c.) Minutes of all Board meetings shall contain a record of motions, resolutions, findings of facts, financial activity and other determinations of the Board; and shall also contain the usual details of time, member voting, place, attendance and so on. Minutes must be signed by the staff assigned to document the meetings when prepared and validated by the signature of the Board Chairman when approved by the Board at its next regular meeting. The staff secretary shall be responsible for sending each governing body a copy of the minutes in the same mailing as the ensuing agenda.
- d.) An annual report of attendance of directors shall be transmitted to each member governing body for review.

ARTICLE VI - PROCEDURES AND VOTING

1.) Quorum

A simple majority of the total representation of the Board of Directors, or any committee thereof, respectively, must be physically present or electronically on line to constitute a quorum for the transaction of business by either, except when a committee of the Board is composed of three members or less, in which case all members must be physically present to conduct business.

2.) Votes

Each representative of a governing body shall have one vote on matters before the Board of Directors, or any committee thereof.

3.) Proxy Votes

Proxy votes will not be recognized in any circumstances. Votes of NORCOR members may be taken by electronic means at the time and place of the meeting during the published hour of the meeting.

4.) Vote Required for Action by the Board of Directors

A quorum being present, whether in person or by electronic means, a vote for action shall require at least five(5) affirmative votes or a majority of the membership, whichever is greater.

ARTICLE VII - OFFICERS

1.) The officers of the NORCOR shall consist of a Chair Person ("chair"), Vice-Chair, Secretary/Treasurer and such other officers as it may desire.

2.) The Chair shall be elected from a duly qualified county and shall serve a one-year term. The Chair may be re-elected. The Chair shall preside at all meetings at which he or she is present and shall appoint committees and the administrator to execute the work and directives of NORCOR. The Chair may be removed from office by a simple majority vote of the total Board of Directors, expiration of their elected term, or the voters by way of recall.

3.) The Vice-Chair shall be elected in the same manner, have the same term of office and be eligible for the same consecutive terms of office as the Chair. The Vice-Chair shall assume the duties of the Chair, in the absence of the Chair. The Vice-Chair may be removed from office in the same manner as the Chair.

4.) The Secretary/Treasurer shall be elected in the same manner, have the same term of office, and be eligible for the same consecutive terms of office as the Chair. The Secretary/Treasurer shall have general

responsibility for insuring that the funds of the NORCOR are properly received, deposited and accounted for according to standard municipal accounting practices, that accurate, legally sufficient financial books and records are maintained and on file in the office for review by the auditor, the public, member governing bodies and directors of NORCOR. The Secretary/Treasurer may be removed from office in the same manner as the Chair person.

- 5.) All officers and staff shall provide surety bonds as required by the Board of Directors and the financial costs of the bond shall be paid by NORCOR. NORCOR and its directors will be protected by such insurance as required by law.
- 6.) Vacancies in Office
An office of NORCOR shall be deemed vacant at such time as the occupant cannot meet the required qualifications of the position, or any condition described in Article IV. Vacancies shall be filled as follows:

- (a) a vacancy in the office of Chair person shall be filled by the Vice-Chair for the remainder of the unexpired term. In such event, a new Vice-Chairman shall be elected by a majority of the remaining directors, as provided in these by-laws, at the next regular meeting of the NORCOR, for the balance of the term;

- (b) the office of Vice-Chair or Treasurer, if vacant, shall be filled by election, as provided in these by-laws at the next regular or a special meeting of the NORCOR Board of Directors.

ARTICLE VIII - ELECTION OF OFFICERS

- 1.) A quorum being present, officers of NORCOR shall be elected at the annual meeting in February. In the absence of the Executive Officers a pro tempore Chair shall be elected by those members of the Board of Directors present.

- 2.) Nominations for officers shall be made from the floor during the last meeting in January and/or at the annual meeting in February.
- 3.) All balloting shall be done by roll call and a candidate receiving 3 or more votes, or a majority of the quorum, whichever is greater, as described in article VI-4, of those directors present at the annual meeting shall be declared elected and serve a one-year term of office or until a successor takes office.
- 4.) Vacancies in office shall be filled as soon as possible by regular election procedure in accordance with Article VII of these by-laws.

ARTICLE IX - FUNCTIONS AND DUTIES

NORCOR, with the consent of the Board of Directors, shall be able:

- 1.) To conduct, initiate, or cause to be conducted, studies of regional corrections problems pertaining to all regional governmental law enforcement functions which the member governments are empowered to perform, and to prepare and adopt plans and programs, prescribing the governmental and organizational devices for conducting said governmental functions.
- 2.) To recommend, for purposes of developing, solving or alleviating regional programs, actions by public and private agencies.
- 3.) To render advice and technical assistance to public and private agencies.
- 4.) To assist in preparation of resolutions, ordinances, codes, laws, and regulations for submission to member governments for their approval and adoption.
- 5.) To contract with persons or firms or other units and levels of government to carry out the purposes of this organization.

- 6.) To coordinate and function as a regional clearinghouse for projects as related to federal, state, and local units of government to assure the maximum efficiency of public investment, minimum duplication and consistency with regional plans and priorities.
- 7.) To assist member units of government in the implementation of plans and programs as requested by the affected member units of government and approved by the general membership.
- 8.) To plan, develop, and evaluate available funding programs, financial instruments, and legal processes to deliver regional correctional programs, subject to the approval of member governing bodies.
- 9.) To conduct any lawful business related to the function of the agency.

ARTICLE X - POWERS

NORCOR, with the consent of the Board of Directors, shall have the following powers:

- 1.) To enter into agreements with the United States of America, State of Oregon, or any legal entity, or any subdivision or agency or any municipal or quasi-municipal corporation for the purpose of obtaining financial aid or other participation in attaining the objectives and purposes of the organization.
- 2.) To enter into contractual relationships with private agencies or firms for terms not to exceed ten years.
- 3.) To rent or purchase and improve real property for the purpose of establishing an office and sub-offices as needed and to lease portions of that office and/or sub-office to compatible interests.
- 4.) To adopt a budget indicating expenditures of NORCOR and recommending the amount of financial participation by each member.

- 5.) To make, adopt, and amend policies consistent with these by-laws.
- 6.) To appoint executive staff and assign duties, responsibilities, and authority, subject to the availability of an approved budget.
- 7.) To appoint advisory committees to assist in carrying out its functions and duties.
- 8.) To receive gifts, contributions, and donations which may be made to it for its use and purpose, within the limitations of the Oregon Government Standards and Practices Laws.
- 9.) To invest within the limitations of Oregon law, for the short term, those funds available to the organization which are not restricted as to their investment capability.
- 10.) To issue bonds as per inter-government.

ARTICLE XI - FORMATION AND DUTIES OF THE EXECUTIVE COMMITTEE

- 1.) There is hereby established an Executive Committee which shall consist of the Chair, Vice-Chair, Secretary/Treasurer, administrator, as an ex-officio member, and one Board member from any county not represented by the NORCOR officers listed above. The Executive Committee members who are not officers of the NORCOR, with the exception of the administrator, shall be elected to the Executive Committee by the Board of Directors.
- 2.) The term of appointment to the Executive Committee shall be one year, with reappointment to unlimited consecutive terms permitted, with terms to begin in February of each year.
- 3.) The Executive committee shall perform such duties and functions as shall be provided by the Board of Directors as a general guide, and not by law of

limitation, the Executive Committee shall have the following duties and responsibilities:

- a.) To prepare, or have prepared and submitted to the Board of Directors, an annual budget and work program for its action and approval.
- b.) To hire an administrator subject to approval of the Board of Directors, and the availability of budgeted funds.
- c.) To appoint advisory committees to the Executive Committee subject to the approval of the Board of Directors, to assist in carrying out the purposes, functions, duties, and responsibilities of the organization.
- d.) To recommend to the Board of Directors acceptance or rejection by the organization of any gifts, contributions, donations or grants offered to the organization, subject to the limitations of Oregon law and the Oregon Government Standards and Practices Act.
- e.) To take such other action as may be delegated to it by the NORCOR Board of Directors.
- f.) To establish a codified Administrative Policy, codified Personnel Policy, policies, plans, and deadlines subject to the Board of Directors approval, and to direct the staff to implement such policy.
- g.) To provide for and ensure sound management of the affairs of the organization through the development of codified administrative and personnel policies.
- h.) To provide for documented fiscal management procedures and forms to ensure standard accounting practices, including the appointment of an auditor, certified, licensed, and insured to audit municipal accounting systems.
- i.) To recommend action to the Board of Directors concerning NORCOR personnel matters as defined in agency Personnel Policies.
- j.) To analyze risk and recommend to the Board appropriate actions to prevent or address risk, casualty, and liability.

ARTICLE XII - HUMAN RESOURCES

- a.) NORCOR and all of its member governing bodies established by these by-laws, shall be served by the employees, volunteers, and committees of NORCOR.
- b.) Adjustments to the number of full-time-equivalent staff shall be approved by the Board of Directors, subject to the availability of budgeted funds.
- c.) The member governing bodies of NORCOR may also be served by committees, as defined in the Administrative Policies.
- d.) NORCOR will fulfill all the legal requirements of a public employer, including but not limited to, registering its employees as members of the Public Employee Retirement System.

ARTICLE XIII - PROFESSIONAL SERVICES

The NORCOR Board of Directors may retain certain licensed professionals such as a legal counsel, risk agent or certified public accountant to advise it and carry on the legal affairs of NORCOR, when necessary, subject to the limitations of public purchasing laws and rules.

ARTICLE XIV - FISCAL YEAR

The fiscal year of the NORCOR shall commence on July 1 of each year.

ARTICLE XV - FINANCE

- 1.) Annually and before July 1 of each year the NORCOR Budget Committee shall prepare and recommend to the Board of Directors an administrative budget per Oregon Budget Law for NORCOR for the ensuing year, adopted by resolution. Interim budget modifications must be approved by the Board of Directors and the fiscal officer. The Budget Committee members shall consist of the Chair or Judge from each participating County and one (1) lay person from each participating County. The term of the lay person shall be one (1) year.

- 2.) Prior to April 1 of each year the Board of Directors shall determine the financial contributions from NORCOR member agencies will be necessary for the ensuing year. If it is determined that contributions from member agencies will be necessary to operate programs for the ensuing year, the Board of Directors will set the assessment amount and immediately inform member agencies of their share.
- 3.) Following formal notification of assessment, member agencies shall remit their assessment to the NORCOR by December 1 of the same calendar year.
- 4.) All funds of the NORCOR shall be deposited from time to time in such banks, trust companies or other insured depositories as the Board of Directors may select and shall be withdrawn by signed check by such officer, officers, agent or agents as shall be deemed by resolution of the Board of Directors.

ARTICLE XVI - DURATION AND TERMINATION

These by-laws shall continue and remain in full force and the NORCOR shall not dissolve unless by a majority vote of the participating counties' governments, provided however that any such dissolution shall not become effective until such times as any contracts to which the NORCOR 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 members in proportion to their contribution to the finances of the NORCOR during the two preceding years.

Any member may withdraw as a participating member in the NORCOR under these by-laws at the termination of the fiscal year by notifying the Board of Directors in writing at least six months prior to the end of the fiscal year of its intention to so withdraw. Any and all indebtedness incurred by the NORCOR on behalf of a member which is withdrawing shall remain an obligation of that member provided that such indebtedness received one affirmative vote of the member's representative at the time the obligation was incurred.

Any governing body required by law to incarcerate offenders may apply to the Board of Directors for consideration for membership, provided the appropriate financial participation has been reviewed and approved by legal counsel, the fiscal officer, and the Board of Directors. There will be an annual application period, which shall occur after January 1 of any year and closing by March 30 to accommodate the calendar requirements of the budget process. The Board of Directors may consider an exception to the application period in the event of an emergency or extenuating circumstances.

By an affirmative vote of three (3) or more votes, or a majority of the members whichever is greater, as described in Article VI-4, of the Board of Directors, a delinquent member in the NORCOR may be terminated and thereby all rights and benefits accrued by virtue of participation in the NORCOR shall be forfeited.

A member not meeting financial commitments to the NORCOR may be declared delinquent by the Board of Directors at the expiration of sixty days following the date due for these commitments.

ARTICLE XVII - AMENDMENTS

Amendments to these by-laws may be made at any meeting of NORCOR providing the following procedure has been followed:

- a.) The prepared amendment together with the ARTICLE to be amended and the reasons for the amendment shall be presented to the Board Chairman in sufficient quantity to provide each director with a copy no less than fifteen days prior to the meeting at which the amendment is to be adopted.
- b.) The fiscal officer provides a statement as to the fiscal impact.
- c.) The Chairman shall immediately dispatch a copy of the proposal to each director. A vote to amend these By-laws shall require approval by a three-fourths majority of the Board of Directors, provided that a majority of the participating county governments cast an affirmative vote.

- d.) An exception to a policy, procedure, or bylaw requirement can be considered by the Board of Directors in the event of an emergency, which is declared by a majority of the members of the Board of Directors.
-

Approved as to form:

_____ County Counsel Hood River County	_____ Date
_____ County Counsel Wasco County	_____ Date
_____ County Counsel Sherman County	_____ Date
_____ County Counsel Gilliam County	_____ Date
_____ County Counsel	_____ Date
_____ County Counsel	_____ Date

IN WITNESS WHEREOF, the parties hereto have caused this agreement to be executed in the names of the respective counties:

<u>Beverly A. Rowland</u> Beverly Rowland Chairman, Hood River County Commission	<u>4-30-97</u> Date
<u>John Mabrey</u> John Mabrey Wasco County Court Judge	<u>4-30-97</u> Date
<u>Michael McArthur</u> Michael McArthur Sherman County Court Judge	<u>4-30-97</u> Date
<u>Laura M. Pryor</u> Laura M. Pryor Gilliam County Court Judge	<u>4-30-97</u> Date

NORTHERN OREGON CORRECTIONS (NORCOR)

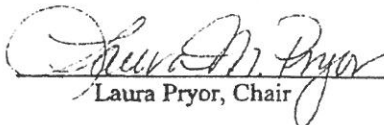
AMENDMENT TO BYLAWS

The Bylaws of NORCOR dated April 30, 1997 are hereby amended by adding ARTICLE XVIII as follows:

"ARTICLE XVIII - ORDINANCES


1. Enacting Clause. The enacting clause of all Ordinances hereafter enacted by the Board shall be "NORCOR ordains as follows."
2. Methods of Adoption. Ordinances may be adopted by the following methods:
 - a. The Ordinance shall be fully and distinctly read in open meeting on two (2) different meetings before being adopted by the Board, or
 - b. An Ordinance may be adopted at a single meeting by unanimous affirmative vote of all of the members present, provided they constitute a quorum.
 - c. A reading of an ordinance may be by title only if
 - (1) No Board member present requests that the Ordinance be read in full, and
 - (2) Copies of the Ordinances were provided to all members of the Board of Directors for a reasonable time period before the meeting, and notice of the availability of the Ordinance was posted at the principal place of business of NORCOR.
3. An Ordinance adopted after being read by title only may have no legal effect if it differs substantially from its terms as it is filed prior to the reading, unless each Section incorporating such a difference as finally amended prior to being adopted is read fully and distinctly in an open meeting of the Board.
4. An Ordinance adopted in accordance with this Article, if not an emergency Ordinance, shall take effect on the 30th day after the date of its adoption, unless it prescribes a later effective date. An emergency Ordinance may take effect immediately upon the date of its adoption.

ADOPTED THIS 5 day of ^{November}~~October~~, 1997.



Laura Pryor, Chair

APPROVED AS TO FORM:



Will Carey, OSB #72047
Of Attorneys for NORCOR

NORTHERN OREGON CORRECTIONS (NORCOR)

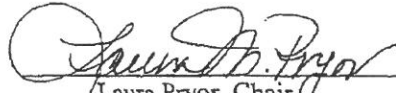
AMENDMENT TO BYLAWS

The Bylaws of NORCOR dated April 30, 1997 are hereby amended by repealing Section 1 of ARTICLE XV - FINANCE and restating said Section 1 as follows:

"ARTICLE XV - FINANCE


- "1.) Annually and before July 1 of each year, the NORCOR Budget Committee shall prepare and recommend to the Board of Directors an administrative budget, per Oregon Budget Law, for NORCOR for the ensuing year, adopted by resolution. Interim budget modifications must be approved by the Board of Directors and the fiscal officer. The Budget Committee members shall consist of one (1) Board member from each participating County, who is an elected official of that County's legislative body, and one (1) lay person appointed by the legislative body of each participating County. The term of the Budget Committee members shall be for one (1) year."

ADOPTED THIS 17th day of April, 1998.



Laura Pryor, Chair

APPROVED AS TO FORM:



Will Carey, OSB #72047
Of Attorneys for NORCOR

**NORTHERN OREGON CORRECTIONS (NORCOR)
AMENDMENT TO BYLAWS**

The Bylaws of NORCOR dated April 30, 1997 are hereby amended as follows:

I.

Article IV - Representation on Board of Directors, is hereby repealed in its entirety and restated as follows:

"ARTICLE IV - REPRESENTATION ON BOARD OF DIRECTORS

- "A.) The NORCOR Board of Directors shall consist of one (1) member from each of the member governing bodies, including elected County Judges or Commissioners and one (1) sheriff from one (1) of the Member Counties, for a total of five (5) members on the Board of Directors.
- "B.) Each Member County shall appoint from that County's governing body an elected official to act as an alternate Board Member in the absence of that County's primary Board Member. Only one (1) member, however, from each County may vote at Board meetings, in addition to the vote of the one sheriff member.
- "C.) A sheriff from one of the Member Counties shall be elected by the sheriffs of all Member Counties to the NORCOR Board.
- "D.) The term of office of NORCOR Directors shall be for the period designated by each of the Member Counties and, in the case of the sheriff member, by the sheriffs of all Member Counties. The term of office, however, shall expire at such time as the NORCOR Board Member is no longer an elected official.
- "E.) Directors who are absent, without excuses, from three consecutive regularly scheduled meetings shall be ruled inactive and subject to immediate replacement by those responsible for their appointment, upon notification in writing by the NORCOR Board of Directors of the absences.
- "F.) All appointments by member governing bodies shall be formally conveyed to the NORCOR Administrator, who shall make proper

notification to member governing bodies and maintain a current roster of active Directors and their appointed alternates."

II.

Section 2 of Article VI - Procedures and Voting, is hereby repealed and restated as follows:

- "2.) Votes.
Board Members who are representatives of a governing body and the one sheriff member shall each have one (1) vote on matters before the Board of Directors, or any committee thereof."

III.

Section 4 of Article VI - Procedures and Voting, is hereby repealed and restated as follows:

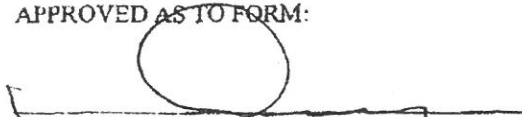
- "4.) Vote Required for Action by the Board of Directors.
A quorum being present, whether in person or by electronic means, a vote for action shall require at least three (3) affirmative votes or a majority of the membership, whichever is greater."

ADOPTED THIS 29th day of June, 1998.



 Laura Pryor, Chair

APPROVED AS TO FORM:



 Will Carey, OSB #72047
 Of Attorneys for NORCOR

**NORTHERN OREGON CORRECTIONS (NORCOR)
AMENDMENT TO BYLAWS**


The Bylaws of NORCOR dated April 30, 1997, are hereby amended as follows:

Article IV – REPRESENTATION ON BOARD OF DIRECTORS is hereby repealed in its entirety and restated as follows:

"ARTICLE IV - REPRESENTATION ON BOARD OF DIRECTORS

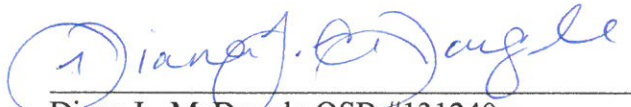
- A.) The NORCOR Board of Directors shall consist of one (1) member from each of the member governing bodies, including elected County Judges or Commissioners, ~~and~~ one (1) Sheriff from one (1) of the Member Counties, and one (1) Juvenile Director of the Member Counties for a total of ~~five (5)~~ six (6) members on the Board of Directors.
- B.) Each Member County shall appoint from that County's governing body an elected official to act as an alternate Board Member in the absence of that County's primary Board Member. Only one (1) member, however, from each County may vote at Board meetings, in addition to the vote of the one sheriff member. The Member County Juvenile Director Representative is a non-voting Member of the NORCOR Board.
- C.) A sheriff from one of the Member Counties shall be elected by the sheriffs of all Member Counties to the NORCOR Board. The Juvenile Director shall be elected by the Juvenile Oversight Committee.
- D.) The term of office of NORCOR Directors shall be for the period designated by each of the Member Counties and, in the case of the sheriff and Juvenile member, by the sheriffs and Juvenile Directors of all Member Counties. The term of office, however, shall expire at such time as the NORCOR Board Member is no longer an elected official, or an appointed employee.
- E.) Directors who are absent, without excuses, from three consecutive regularly scheduled meetings shall be ruled inactive and subject to immediate replacement by those responsible for their appointment, upon notification in writing by the NORCOR Board of Directors of the absences.
- F.) All appointments by member governing bodies shall be formally conveyed to the NORCOR Administrator, who shall make proper notification to member governing bodies and maintain a current roster of active Directors and their appointed alternates."

ADOPTED THIS 16th day of August, 2018.



Tom McCoy, NORCOR Board Chair

APPROVED AS TO FORM:



Diana L. McDougale OSB #131240
Annala, Carey, VanKoten & Cleaveland P.C.
Of Attorneys for NORCOR

**NORTHERN OREGON CORRECTIONS (NORCOR)
AMENDMENT TO BYLAWS**

The Bylaws of NORCOR dated April 30, 1997, are hereby amended as follows:

ARTICLE V – MEETINGS is hereby repealed in its entirety and restated as follows:

“ARTICLE V - MEETINGS

1.) Regular Meetings

- a.) The Board of Directors shall meet as required by the Board, at a time and place set by the NORCOR administrator or the chair as required by Oregon law (ORS 192.640 [1981])
- b.) Notification of regular meetings shall be made in writing to members and the general public by way of the media prior to the date of the meeting.

2.) Special Meetings

- a.) Special meetings may be called by the Board Chair or by representatives of a simple majority of the Board of Directors.
- b.) Special meetings shall be announced to all members in writing and/or by telephone at least 24 hours before the meeting occurs, provided that public notice is provided to the various press media within the boundaries of the governing bodies.

3.) Annual Meetings

Each February the Chair shall call an annual meeting for election of officers.

4.) Executive Sessions

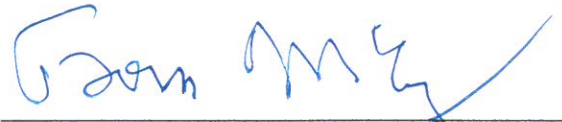
- a.) Attendance at executive sessions held pursuant to ORS 192.660 shall be limited to sitting NORCOR Board of Directors members and their alternates, unless:
 - i. a basis for expanding the scope of attendance at the executive session is stated; and
 - ii. the Board Chair determines that the attendance of individuals that are not NORCOR Board of Directors members should be permitted under the circumstances.
- b.) In the event that the Board of Directors disagree regarding who should be permitted to attend the executive session, the Board of Directors shall take a vote consistent with the procedures set forth in Article VI of the NORCOR Bylaws to determine whether or not attendance at the executive session should be limited.

5.) Minutes and Records

- a.) Actions of the Board of Directors requiring written execution, such as formal resolutions may be drawn up after the action has been taken; and the signature of the chair person, subject to the approval of a majority of the Board of Directors, shall be sufficient to validate such actions or resolutions.
- b.) Contracts and agreements to which NORCOR is a party shall be provided to legal counsel at least two weeks prior to a regularly scheduled meeting, and counsel shall provide advice or adjustments, as necessary.

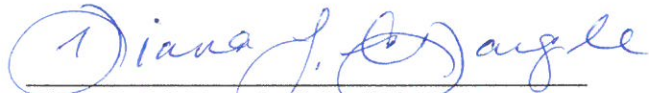
- c.) Minutes of all Board meetings shall contain a record of motions, resolutions, findings of facts, financial activity and other determinations of the Board; and shall also contain the usual details of time, member voting, place, attendance and so on. Minutes must be signed by the staff assigned to document the meetings when prepared and validated by the signature of the Board Chairman when approved by the Board at its next regular meeting. The staff secretary shall be responsible for sending each governing body a copy of the minutes in the same mailing as the ensuing agenda.
- d.) An annual report of attendance of directors shall be transmitted to each member governing body for review.”

ADOPTED THIS 16th day of August, 2018.



Tom McCoy, NORCOR Board Chair

APPROVED AS TO FORM:



Diana L. McDougle OSB #131240
Annala, Carey, VanKoten & Cleaveland P.C.
Of Attorneys for NORCOR

**NORTHERN OREGON CORRECTIONS (NORCOR)
AMENDMENT TO BYLAWS**

The Bylaws of NORCOR dated April 30, 1997, are hereby amended as follows:

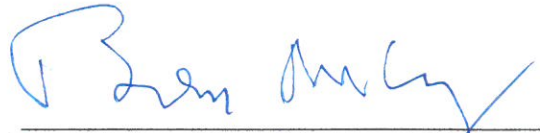
ARTICLE XI – FORMATION AND DUTIES OF THE EXECUTIVE COMMITTEE is hereby repealed in its entirety:

~~ARTICLE XI – FORMATION AND DUTIES OF THE EXECUTIVE COMMITTEE~~

- ~~1. There is hereby established an Executive Committee which shall consist of the Chair, Vice Chair, Secretary/Treasurer, administrator, as an ex-officio member, and one Board member from any county not represented by the NORCOR officers listed above. The Executive Committee members who are not officers of the NORCOR, with the exception of the administrator, shall be elected to the Executive Committee by the Board of Directors.~~
- ~~2. The term of appointment to the Executive Committee shall be one year, with reappointment to unlimited consecutive terms permitted, with terms to begin in February of each year.~~
- ~~3. The Executive committee shall perform such duties and functions as shall be provided by the Board of Directors as a general guide, and not by law of limitation, the Executive Committee shall have the following duties and responsibilities:
 - ~~a.) To prepare, or have prepared and submitted to the Board of Directors, an annual budget and work program for its action and approval.~~
 - ~~b.) To hire an administrator subject to approval of the Board of Directors, and the availability of budgeted funds.~~
 - ~~c.) To appoint advisory committees to the Executive Committee subject to the approval of the Board of Directors, to assist in carrying out the purposes, functions, duties, and responsibilities of the organization.~~
 - ~~d.) To recommend to the Board of Directors acceptance or rejection by the organization of any gifts, contributions, donations or grants offered to the organization, subject to the limitations of Oregon law and the Oregon Government Standards and Practices Act.~~
 - ~~e.) To take such other action as may be delegated to it by the NORCOR Board of Directors.~~
 - ~~f.) To establish a codified Administrative Policy, codified Personnel Policy, policies, plans, and deadlines subject to the Board of Directors approval, and to direct the staff to implement such policy.~~~~

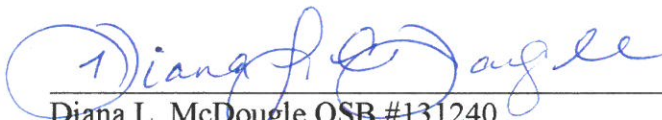
- g.) ~~To provide for and ensure sound management of the affairs of the organization through the development of codified administrative and personnel policies.~~
- h.) ~~To provide for documented fiscal management procedures and forms to ensure standard accounting practices, including the appointment of an auditor, certified, licensed, and insured to audit municipal accounting systems.~~
- i.) ~~To recommend action to the Board of Directors concerning NORCOR personnel matters as defined in agency Personnel Policies.~~
- j.) ~~To analyze risk and recommend to the Board appropriate actions to prevent or address risk, casualty, and liability.~~

ADOPTED THIS 16th day of August, 2018.



Tom McCoy, NORCOR Board Chair

APPROVED AS TO FORM:



Diana L. McDougale OSB #131240
Annala, Carey, VanKoten & Cleaveland P.C.
Of Attorneys for NORCOR

**NORTHERN OREGON CORRECTIONS (NORCOR)
AMENDMENT TO BYLAWS**

The Bylaws of NORCOR dated April 30, 1997, are hereby amended as follows:

ARTICLE VIII - ELECTION OF OFFICERS is hereby repealed in its entirety and restated as follows:

“ARTICLE VIII – ELECTION OF OFFICERS

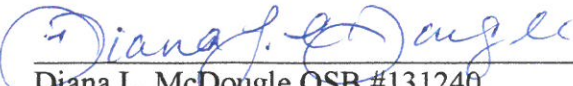
- 1.) A quorum being present, officers of NORCOR shall be elected at the annual meeting in February. In the absence of the Executive Officers a pro tempore Chair shall be elected by those members of the Board of Directors present.
- 2.) ~~Nominations for officers shall be made from the floor during the last meeting in January and/or at the annual meeting in February.~~ Nominations for officers shall be made from the floor during the regular scheduled December meeting or at the last scheduled meeting in the calendar year.
- 3.) All balloting shall be done by roll call and a candidate receiving 3 or more votes, or a majority of the quorum, whichever is greater, as described in Article VI-4, of those directors present at the annual meeting shall be declared elected and serve a one-year term of office or until a successor takes office.
- 4.) Vacancies in office shall be filled as soon as possible by regular election procedure in accordance with Article VII of these bylaws.”

ADOPTED THIS 16th day of August, 2018.



Tom McCoy, NORCOR Board Chair

APPROVED AS TO FORM:



Diana L. McDougale OSB #131240
Annala, Carey, VanKoten & Cleaveland
Of Attorneys for NORCOR