

**INFORMATION REGARDING PROPOSED AMENDMENTS TO
NORCOR'S BYLAWS DISCUSSED AT NORCOR'S REGULARLY
SCHEDULED AUGUST 20, 2018 BOARD MEETING**

Below please find a brief summary of the Proposed Amendments to NORCOR's Bylaws (the "Amendments") addressed at NORCOR's August 20, 2018 Regularly Scheduled Board Meeting (the "Meeting"); action taken on the Amendments at the Meeting follows each brief summary; the originally proposed Amendments are also attached; the below-referenced Amendments that have passed will be finalized and signed by the Board Chair at NORCOR's Regularly Scheduled Board Meeting in October:

ARTICLE IV - REPRESENTATION ON BOARD OF DIRECTORS: Amends the bylaws to permit a non-voting Juvenile Director to sit on the Board. - PASSED

ARTICLE V – MEETINGS: Sets forth new policy regarding attendance at executive sessions of the Board, and removes language indicating that the Board meets "monthly." AMENDED TO INCLUDE THE LANGUAGE "BOARD MEMBERS AND ALTERNATES" AND PASSED

ARTICLE VIII - ELECTION OF OFFICERS: States that 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." (Previously the bylaws stated that nominations would happen in January/February.) AMENDED TO ELIMINATE THE LANGUAGE "FROM THE FLOOR" AND PASSED

ARTICLE XI – FORMATION AND DUTIES OF THE EXECUTIVE COMMITTEE: This Section is repealed. PASSED

ARTICLE XV – FINANCE: Clarifies the appointment of the Budget Officer to prepare NORCOR's administrative budget and adds the relevant ORS provision stating that "appointive members of Budget Committee may not be officers, agents or employees of the municipal and county corporation." TABLED UNTIL NORCOR'S REGULARLY SCHEDULED OCTOBER MEETING

**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Article IV – REPRESENTATION ON BOARD OF DIRECTORS is hereby repealed in its entirety and restated as follows: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, 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. 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. McDougle OSB #131240
Annala, Carey, VanKoten & Cleaveland
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 XV – FINANCE, is hereby repealed in its entirety and restated as follows:

“ARTICLE XV - FINANCE

- 1.) Annually and before April 1 of each year, the NORCOR Board of Directors shall appoint a Budget Officer ~~NORCOR Budget Committee~~ who shall prepare and recommend to the Budget Committee an administrative budget ~~the Board of Directors an administrative budget~~, per Oregon Budget Law, for NORCOR for the ensuing year, which will be adopted by resolution. 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. Pursuant to ORS 294.414, appointive members of the Budget Committee may not be officers, agents or employees of the municipal and county corporation. The term of the Budget Committee members shall be for one (1) year.
- 2.) Prior to April 1 of each year the ~~Board of Directors~~ Budget Committee shall determine the financial contributions from NORCOR member agencies that 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~~ shall be billed either on a monthly or quarterly basis by NORCOR Finance.
- 4.) All funds of 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.”

ADOPTED THIS 16th day of August, 2018.

Tom McCoy, NORCOR Board Chair

APPROVED AS TO FORM:

Diana Lynn McDougle OSB #131240
Annala, Carey, VanKoten & Cleaveland
Of Attorneys for NORCOR