

BYLAWS

ROGUE VALLEY COUNCIL OF GOVERNMENTS

Section 1. BOARD

- 1.1 Meetings. The Board of RVCOG shall hold regular meetings on the fourth Wednesday of the month, although the Board may alter that schedule due to conflicting holidays, events, or traditionally heavy vacation periods. Special meetings of the Board may be held on call of the President or at the request of any five (5) members of the Board.
- 1.2 Notice. Notice of any regular or special meeting of the Board shall be given in writing or by email to the representative of each Board member entity not less than four (4) nor more than ten (10) days prior to the date of the meeting. Notice shall be directed to each representative at such address as the representative shall provide RVCOG, and shall give notice of the time and place of the meeting and the agenda as established by the Executive Committee, as per Section 2.1 of the Bylaws.
- 1.3 Quorum. A majority of the members of the Board shall constitute a quorum for transacting its business.
- 1.4 Voting. The officers shall retain power to exercise a vote on all business before the Board. The outcome of votes will be decided by a majority of the membership present. In the event that a vote is both critical and time sensitive, and:
- (a) the next scheduled Board meeting has been cancelled; or
 - (b) a quorum has not been achieved at a scheduled meeting; or
 - (c) an emergency arises that requires a vote before the next scheduled Board meeting and a special meeting is not feasible;
- then, RVCOG is permitted to facilitate a vote by electronic or telephonic means. In the event that such a vote is necessary, RVCOG must use all available contact information to ensure that every eligible Board member has an opportunity to cast his or her vote, and must inform the membership of the final results as soon as possible.
- 1.5 Officers and Elections. The officers of the Board shall be the President, First Vice-President, and Second Vice-President and shall be elected at the time and in the manner set forth in the RVCOG Charter.
- 1.6 Rules and Procedures. All meetings of the Board are conducted in compliance with the Public Meetings Law of the State of Oregon (ORS 192.610–192.695) and under the general provisions of Robert’s Rules of Order, Revised.

Section 2. OFFICERS

- 2.1 Executive Committee. The Officers of the Board shall constitute an Executive Committee with the specified duties as stated in Section 2.2 of the Bylaws.
- 2.2 Duties and Responsibilities. The Executive Committee shall conduct the following activities, with the exception of specific duties of the President outlined in Section 2.3, of the Bylaws:
- (a) Review and recommend-agenda items for meetings of the Board.
 - (b) Recommend policy positions to the Board on issues concerning RVCOG.
 - (c) Advise and direct the Executive Director on policy, administrative, fiscal, and personnel matters-as necessary.
 - (d) Participate in the hiring of the Executive Director, and, when requested, key professional positions, through criteria development, finalist interviews, and ratification of selection.
 - (e) Perform such other duties as shall from time-to-time be established by the Bylaws.
- 2.3 President. In addition to presiding at all meetings of the Board, and providing the direction for the Executive Committee as established in subsection 2.2 above, the President shall:
- (a) Recommend the appointment of advisory committees, their membership, and withdrawals of such membership.
 - (b) Recommend the termination of advisory committees and their membership, once their purposes have satisfactorily been accomplished as provided for in the appointment.
 - (c) Call special meetings of the Board and the Executive Committee, as required, to conduct the business of RVCOG.
 - (d) Perform such other duties as shall from time-to-time be established by Bylaws.

Section 3. FINANCES

3.1 Fiscal Year. The fiscal year of RVCOG shall begin July 1 and end the following June 30.

3.2 Budget.

- (a) The Executive Director shall submit a proposed agency budget for the immediate ensuing fiscal year to a Budget Committee for consideration. The Budget Committee will comprise three members of the Board and three lay members. The President shall be one of the Budget Committee's Board members.
- (b) The Board shall review the budget and the recommendation of the Budget Committee, and, with whatever modifications it deems advisable, adopt the budget by June 30.
- (c) The budget, as adopted by the Board with whatever modifications it deems advisable, shall constitute:
 - (1) the determination of what contribution each member of RVCOG shall make to the organization during the immediately ensuing fiscal year; and
 - (2) the limit, with whatever qualifications the Board authorizes by Bylaws, on RVCOG expenditures for that year.
- (d) Subject to the provisions of this agreement, guidelines, rules, regulations and limitations relating to the budget and the budgeting procedure shall be established by the Board.

3.3 Contributions of Members. Each member of RVCOG shall meet its annual member dues obligations by December 31st of each new fiscal year.

3.4 Financial Reports. Current RVCOG financial reports shall be prepared and submitted to the Board for review at each regularly scheduled Board meeting.

Section 4. AMENDMENTS

4.1 These Bylaws may be amended only by action of the RVCOG Board. Written notice of the proposed amendment, including its full text, must be submitted to each member of the Board at least thirty (30) days before the next regularly scheduled meeting. Two-thirds (2/3) of the Board present at its duly constituted regular meeting must affirmatively vote for the passing of such amendment.

4.2 Dates of Bylaws Adoption and Subsequent Amendments.

Adopted	September 30, 1968
Amended	September 8, 1969
Amended	February 25, 1976
Amended	May 30, 1984
Amended	January 22, 2014

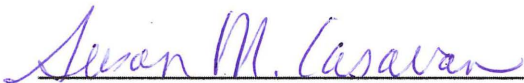
I hereby certify that the foregoing pages are a true and factual copy of the Bylaws of the Rogue Valley Council of Governments as last amended on January 22, 2014.



Michael Cavallaro, Executive Director
Rogue Valley Council of Governments

State of OREGON
County of JACKSON

Signed (or attested) before me on February 4, 2014 by Michael Cavallaro.



Notary Public – State of Oregon

