

**BYLAWS OF THE ASSOCIATION OF
OREGON AND CALIFORNIA LAND GRANT COUNTIES**

ARTICLE I
Name and Objects

Section 1. Name:

This organization shall be known as the Association of Oregon and California Land Grant Counties, and may be referred to as the Association of O&C Counties or by such other names as the Board of Directors may use from time to time and register as an assumed business name.

Section 2. Objects:

The object of this Association shall be:

- (a) To maintain a permanent organization to secure cooperation among the several Oregon counties having a financial interest in the Oregon and California revested grant lands.
- (b) To cooperate with the Bureau of Land Management and the Forest Service for the development of policies for management of these lands.
- (c) To cooperate with members of the Oregon Congressional Delegation in the protection of the interests of the counties composing this Association in matters of national legislation and in the administration of federal laws affecting the revested lands.
- (d) To secure the harmony of action and united action among the counties in matters affecting the rights of the counties in said lands.
- (e) To jointly retain staff for the representation and defense of the counties' interest in said lands and the revenues therefrom, either in litigation or in securing the enactment of, or opposing legislation affecting the interest of the counties in said lands.
- (f) To do any and all other things necessary and proper for the benefit of said counties with regard to said lands.

ARTICLE II
Membership

Section 1. Eligibility:

Any county in the State of Oregon having a financial interest in the revenues derived from the Oregon and California revested grant lands shall be eligible for membership.

Section 2. Acquisition of Membership:

Such membership shall be acquired by a county through its Board of Commissioners by notifying the secretary-treasurer of its election to become such a member by paying the membership fee for the current fiscal year.

ARTICLE III
Officers

Section 1. Officers:

The officers of this organization shall be a president, vice-president and a secretary-treasurer, each of whom is a member of the Association's Board of Directors and each of whom shall hold an elective position as a member of the Board of Commissioners of a member county. The officers shall exercise the usual powers and duties incident to their offices, except that the secretary-treasurer may delegate the secretarial duties to a staff employee of the Association. The president, vice-president and secretary-treasurer shall constitute the Executive Committee of the Board of Directors.

Section 2. Term of Office:

All officers shall be elected by the member counties at the annual meeting of the Association for a term of one year and shall assume office on January 1 of the following year.

Section 3. Vacancies:

Any vacancy in office, other than president, shall be filled by appointment by the president, subject to the approval of the Board of Directors. In the event of a vacancy in the office of president, or the inability of the president to act, the vice-president shall become president of the Association.

Section 4. Staff:

The Association may employ an Executive Director. Compensation for such staff shall be fixed in the annual budget. In addition thereto, the Board of Directors shall have the authority to appoint auxiliary staff and legal counsel as it may find necessary and to fix the compensation within the limits prescribed by the budget of the Association.

ARTICLE IV
Board of Directors

Section 1. Membership:

The Board of Directors shall consist of one member designated by the Board of Commissioners from each member county. Member counties shall designate their representative on the Board of Directors at the Association's annual meeting each year. Members of the Board of Directors shall serve for the period of one (1) year commencing on January 1 of the year following their designation.. No county shall have more than one (1) representative on the Board of Directors.

Meetings of the Board of Directors shall be held upon call of the president or any four (4) members of the Board of Directors. A meeting of the Board of Directors may be held only with notice to all members of the Board of Directors at least 48 hours in advance of the time of such meeting. Five (5) members shall constitute a quorum.

Section 2. Duties of Board of Directors:

The Board of Directors shall have general supervision over all affairs of the organization, subject to the will of the Association expressed at any duly called meeting. The Board of Directors shall formulate the policies of this Association subject to the expressed will of the Association, and shall direct the activities of the Executive Committee and the staff. The Board of Directors shall do any and all other things necessary to accomplish the general purposes of this Association.

Section 3. Duties of the Executive Committee:

The Executive Committee shall have oversight of the Association's staff and execution of the goals of the Association as expressed by the Board of Directors. In the event of emergency or unforeseen occurrences needing immediate attention, the Executive Committee may act on behalf of the Board of Directors.

Section 4. Vacancies:

Any vacancy on the Board of Directors due to death, resignation or other reason may be filled by a vote of the remaining Directors. Nominations shall be solicited by mail or email from all member counties, and the Directors shall select from among nominees at the next meeting of the Board of Directors. Any appointment pursuant to this provision shall be for the unexpired portion of the term of the vacating member.

ARTICLE V

Finances

Section 1. Membership Fees:

The annual membership fee of the several counties shall be determined in the following manner:

- (a) The Board of Directors shall prepare and submit to each member county, at least thirty days prior to the annual meeting, a proposed budget for the Association for the ensuing year, which budget shall adequately provide for all of the activities of the Association.
- (b) Upon adoption of the budget by the Association at the annual meeting, either as a

presented or as amended by the membership, the Board of Directors shall assess the membership fee for each county for the ensuing fiscal year. Each county shall be assessed its proportionate share of the total budget based on the percentage of the Oregon and California Railroad Land Grant revenues received by such county from the United States Treasury. If the Association has fewer than 18 members, the membership fee for each member county will include an additional amount that is proportionate to its O&C formula percentage. Thus, for example, if the combined O&C formula percentages for all non-members of the Association totals 5.0 percent, then the membership fee for each of the Association's member counties will be calculated as follows:

$$100 \text{ percent} / 95 \text{ percent} = 1.052632$$

$$\text{Membership fee} = 1.052632 \times \text{O\&C formula percentage} \times \text{total Association budget}$$

Section 2. Expenditures:

Except as provided in Section 3 below, no funds shall be expended or committed except upon a majority vote of the Board members present at any meeting of the Board of Directors. Funds expended or committed must be used in the furtherance of the objectives of the Association and in accordance with the current budget. No funds shall be committed nor shall the Association or any member county or officer, employee or agent of the Association, make such commitment without the Association having sufficient funds then available to pay such commitment, debt or obligation. Any commitment of funds or any debt or obligation incurred or created in violation of this section is void. Unless authority to bind the Association is granted to another by the majority vote of the Board members present at any meeting of the Board of Directors, the Board of Directors has the exclusive authority to make commitments, enter into contracts or to create or incur debt on behalf of the Association. Any other authority to make commitments, contractually bind the Association or to create or incur debt, whether actual, implied, apparent or otherwise given to or assumed by any person or entity, except the Board of Directors is null and void.

Section 3. Expenses:

The members of the Board of Directors shall pay their own travel expenses when attending Board meetings or when traveling in-state to conduct Board business. If approved in advance by the Executive Committee, the Association will reimburse reasonable travel expenses for Board members traveling out-of-state to conduct Board business.

Section 4. Treasurer's Bond:

A surety bond may be required of the treasurer in an amount to be set by the Board of Directors.

Section 5. Examination of the Books:

Prior to the annual meeting, a compilation of the Association's books for the preceding fiscal year shall be conducted by a certified public accountant. The results of review by an audit committee and the compilation by the CPA shall be presented to the membership at the annual meeting.

ARTICLE VI
Committees

Section 1. Committees:

The president of this Association may appoint such committees as in the opinion of the president may be necessary or desirable, and shall define their functions.

ARTICLE VII

Section 1. Annual Meeting:

The annual meeting of this Association shall be held once each year. The date and place of the meeting shall be determined by the Board of Directors.

Section 2. Special Meetings:

Special meetings of the Association may be called by the Board of Directors at any time by giving notice to the county commissioners of each member county, not less than five (5) days prior to the date of the meeting, which notice shall state the purpose of the meeting.

Section 3. Parliamentary Rules:

All questions of parliamentary practice shall be decided according to Robert's Rules of Order.

Section 4. Delegates:

Each county may be represented by all members of the Board of County Commissioners and such member county shall be entitled to one (1) vote for each delegate present, except that any county having more than three commissioners shall be limited to three (3) votes.

Section 5. Voting by Proxy:

At any regular or special membership meeting, any Commissioner of a member county may, by proxy, cast a vote on behalf of another Commissioner or Commissioners from his or her county who are not present. A proxy must be written and duly filed with the secretary-treasurer prior to any vote. Such voting is also subject to the limitation set forth in Section 4 of this Article.

Section 6. Resolutions:

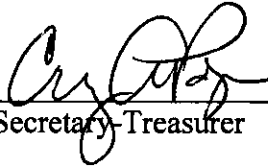
Any Commissioner of a member county may propose a resolution to be considered by the membership of the Association at the annual meeting or at any special meeting of the Association. All resolutions must be submitted in advance to the Executive Director and must be in his possession at least ten (10) days prior to the meeting at which the resolution will be considered.

ARTICLE VIII
Amendments

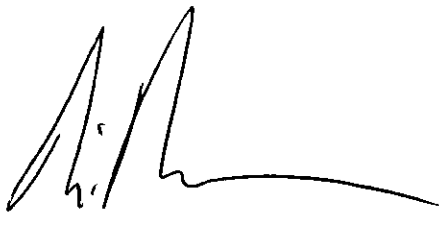
Section 1.

These Bylaws may be amended at any annual meeting or at any special meeting called for that purpose upon an affirmation vote of two-thirds (2/3) of the delegates of member counties present or present by proxy.

Revised: January, 1991
Restated without change: July 2002
Revised: December, 2009
Revised: December, 2011
Revised: December, 2016
Revised: December, 2018



Secretary-Treasurer



President