

BYLAWS
OF THE
OREGON ASSOCIATION OF COMMUNITY CORRECTIONS DIRECTORS

(Hereinafter the ‘Corporation’)

ARTICLE I

PURPOSE OF CORPORATION

- 1.1 Purpose. To provide a forum for the exchange of ideas, information, and opinions pertaining to the management and operations of county corrections within the State of Oregon. The Corporation is a public benefit corporation, organized and operated within the meaning of Section 501(c)(4) of the Internal Revenue Code. In order to accomplish the purposes of the Corporation and subject to any limitations in the Articles of Incorporation, these bylaws of the Oregon Nonprofit Corporations Act, the Corporation may exercise such powers as are necessary to achieve its purpose.

MISSION OF CORPORATION

- 1.2 Mission. To focus attention on specific criminal justice problems and issues which are of mutual concern;
- 1.2.1 To promote and coordinate interagency strategy, program development and implementation;
- 1.2.2 To aid and assist member agencies in strategy and planning for current and future system needs;
- 1.2.3 To provide specific guidance and information to other pertinent officials, groups and the public on adult community corrections and criminal justice issues.
- 1.2.4 To assist in the development of county, regional, or state criminal justice planning.
- 1.2.5 To provide a forum for the exchange of ideas, information, and opinions pertaining to the management and operations of community corrections within the State of Oregon.

- 1.2.6 To work with the Governor’s office and members of the Legislature, conveying to them the importance of community corrections and to interact with them in furthering the Mission of the Corporation for the benefit of the State of Oregon and its citizens.

ARTICLE II

MEMBERSHIP

- 2.1 Membership. Members shall consist of the statewide Directors of Adult Community Corrections Programs as designated by the Board of County Commissioners, County Sheriff, the Department of Corrections (DOC) or the appropriate authority in each County in Oregon and who represent such programs. Members right to vote is contingent upon dues being paid in full no later than ninety (90) days following July 1, of each year unless vote by Board allows continuation for special circumstances (Refer 2.1.1 below). There will only be one director eligible from each county or coalition of counties served as a single program.
- 2.1.1 An annual assessment fee as determined by the Corporation will be established each year. The assessment fee for each county shall correspond to the percentage of the total based on each counties allocation share as described in the allocation formula each biennium. The fee is due within the first quarter of each fiscal year.
- 2.2 Designation of Proxy Permitted. A Director of the Adult Community Corrections Program, Sheriff, authorized DOC representative or the Board of County Commissioners of a County representing an Adult Community Corrections Program may designate a representative to represent them at any annual meeting, regular meeting, or special meeting. Designations shall specify the County that is being represented and a specific statement that the designee represents the County and may vote by proxy for the County that is being represented. Designations must be in writing and signed by the Director of the Adult Community Corrections Program, Sheriff, authorized DOC representative or by a majority of the Board of County Commissioners representing the Adult Community Corrections Program of a County. Designations must be delivered to the Secretary of the Corporation prior to or during a meeting in which the designee shall be eligible to vote.
- 2.3 Ex Officio Members. To include a representative from Board of Parole and Post Prison Supervision, Department of Corrections designee and any other members designated by OACCD (non-voting).

2.3.1 An annual membership fee as determined by the Corporation shall be paid during the first quarter of each fiscal year.

2.4 Standing Committees. The Corporation may designate any Standing Committee at a regular meeting of the Corporation. The President may appoint Standing Committees between regular meetings, to be confirmed at the next membership meeting. In the absence of a quorum or when action is required prior to the next membership meeting, the Executive Committee may appoint a Standing Committee.

2.5 Special Subcommittees. The Corporation may designate any subcommittee at a regular membership meeting where a majority of members present so directs. The President may appoint subcommittees between regular meetings. Membership in subcommittees is open to any director and other individuals approved at a membership meeting. Each subcommittee must have one (1) voting director as a member. In absence of a quorum or when action is required prior to the next membership meeting, the Executive Committee may appoint a subcommittee.

ARTICLE III

MEETING AND VOTING

3.1 Annual Meeting. The annual meeting of the members shall be set at the first general membership meeting of each fiscal year. At each annual meeting the Executive Committee shall report on the activities and financial condition of the Corporation and any other proper business may be transacted. Failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action.

3.2 Regular Meetings. Regular meetings of the Executive Committee shall be held at least four (4) times per year unless different dates or times are fixed by the Executive Board and stated in a notice of meeting. The regular meetings shall take place in the State of Oregon, as designated by the Executive Committee. Any proper business may be transacted at each regular meeting. The Executive Committee may provide resolution as to the time and place for holding additional regular meetings without notice other than the resolution.

3.3 Membership Meetings. Membership meetings of the Corporation shall be held at least four (4) times per year unless different dates or times are fixed by the Corporation and stated in a notice of meeting. Membership meetings shall take place in the State of Oregon, as designated by the Corporation. Any proper business may be transacted at each membership meeting.

- 3.4 Special Meetings. Special meetings of the members, for any purposes, unless otherwise prescribed by statute, may be called by the President or the Executive Committee and shall be called by the President upon the written demand of members representing 10% of the membership. If a special meeting is called by any person(s) other than the Executive Committee, the request shall be in writing specifying the time, place and general nature of the business proposed to be transacted, and delivered to an officer of the Corporation. The Corporation shall then give notice of the special meeting as specified in Section 3.6 herein.
- 3.5 Place of Meetings. Regular meetings of the Executive Committee shall be held at any place in Oregon designated by the President. Membership meetings shall be held any place in Oregon designated by the Corporation.
- 3.6 Notice of Meetings. Notice stating the date, time and place of the Executive Committee meeting, and in the case of a special meeting, the purposes for which the meeting is called shall be delivered by the Executive Committee to each member entitled to receive notice at least 24 hours prior to the meeting by telephone, website posting, mail or email. If mailed, the notice shall be deemed delivered when it is mailed to the member with postage prepaid at the member's address shown in the Corporation's record of members.
- 3.7 Quorum. A majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the members.
- 3.8 Adjournment. A majority of votes represented at the meeting, although less than a quorum may adjourn the meeting from time to time to a different time and place without further notice to any director of any adjournment, except as otherwise provided by law. At an adjourned meeting at which a quorum is present, any business may be transacted that might have been transacted at the meeting originally held.
- 3.9 Voting Requirements. If a quorum exists and the votes cast favoring the action exceed the votes cast opposing the action, the action on a matter is approved unless the Articles of Incorporation or Oregon law require a greater number of affirmative votes. Vacant officer positions are elected by a plurality of the votes cast by the Corporation membership at the meeting in which the election is held. The Corporation may discuss and/or take action by use of electronic mail or other electronic means per ORS 65.212, if deemed appropriate by the Executive Committee.
- 3.10 Formal Adoption. All reports, information, news releases, statements, contracts or other business or policy transactions that may bind the Association legally, ethically, or professionally shall not be official unless approved by a vote of the regular membership and duly noted in the Association minutes.

ARTICLE IV

EXECUTIVE COMMITTEE

- 4.1 Powers. Subject to the provisions of the Oregon Nonprofit Corporation Act and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the direction of the Executive Committee. The membership of the Executive Committee shall consist of the four officers, the past president and other individuals the officers shall designate.
- 4.2 Compensation. Directors, as such, shall not receive any state salary for their services, but by proposal of the Executive Committee and affirmation by the Corporation members, a fixed sum and expenses of attendance or reimbursement of reasonable and necessary expenses of directors, in pursuing the purposes of the Corporation, if any, may be allowed for attendance at each regular or special meeting of the Executive Committee; provided however that nothing herein contained shall be construed to preclude any director from serving the Corporation in another capacity and receiving compensation for such services, and provided further that no compensation or reimbursement of expenses may be made if such compensation or reimbursement would violate the provisions of Section 501(c)(4) of the Internal Revenue Code or the implementing regulations thereof.
- 4.3 Presumption of Assent. An Executive Committee member who is present at a meeting of the Executive Committee shall be deemed to have assented to the action at the meeting unless (a) the Executive Committee member's dissent or abstention from the action taken at the meeting, is entered into the minutes of the meeting (b) the Executive Committee member delivers a written notice of dissent or abstention to the action to the presiding officer of the meeting before any adjournment or to the Corporation immediately after the adjournment of the meeting, or (c) the Executive Committee member objects at the beginning of the meeting or promptly upon the Executive Committee's arrival to the holding of the meeting or transacting business at the meeting. The right to dissent or abstain is not available to an Executive Committee member who voted in favor of the action.
- 4.4 Power of Executive Committee Members. The following powers are reserved exclusively to the Executive Committee of the Corporation and not attempted exercise of such powers by anyone other than the Executive Committee shall be valid or of any force or effect whatsoever. Those powers are:
- 4.4.1 Determine the policies of the Corporation and require the implementation of programs consistent with those policies;
- 4.4.2 Exercise general management and affairs of the Corporation;

- 4.4.3 Grant preliminary approval to any contract or grant which, by intent, seeks to realign established program priorities subject to Corporation membership approval;
 - 4.4.4 Enter into any contracts, letters of intent, or any other evidence of mutual or joint undertaking, commitments or obligations between the Corporation and any person, partnership, corporation, or other entity as approved by Corporation membership;
 - 4.4.5 Have the ultimate responsibility for the development and approval of annual capital and operating budgets for the Corporation;
 - 4.4.6 Adopt policies and procedures for the proper management of the operational affairs of the Corporation;
 - 4.4.7 Ensure an annual financial review of the Corporation's operations.
- 4.5 Budget Responsibilities. The Executive Committee shall adopt an annual budget. Once adopted by Executive Committee, the officers of the Corporation shall operate within said budget. The Executive Committee may change or amend the budget at a regular or special meeting allowed pursuant to this Article.

ARTICLE V

OFFICERS

- 5.1 Officers. The officers of the Corporation shall consist of President, Vice-President, Past President, Secretary, Treasurer and three Regional Representatives.
- 5.2 Nomination of Officers. Nominations for vacant officer positions shall be made by the general membership at least thirty (30) days prior to designated elections meeting. Additional nominations can be made during a meeting in which elections are held.
- 5.3 Term of Officers. The officers of the Corporation shall serve a two-year term serving from July 1 to June 30 biennially. Elections shall be held during June of each odd numbered year. Officers may serve an unlimited number of terms. Any vacancies will be filled by election at a membership or special meeting.
- 5.4 President of the Corporation. The President or designee of the Corporation shall preside at all meetings of the Corporation. The President of the Corporation shall be empowered to sign, with any other proper officer, any contracts, leases involving property not owned by the Corporation, and other instruments which may be lawfully executed on behalf of the Corporation, except where the signing

and executing thereof shall be delegated by the Executive Committee to some other officer or agent. The President shall be responsible for the supervision and annual performance evaluation of any employees of the Corporation.

- 5.5 Vice-President. The Vice-President shall be responsible for coordinating policy/program development and advocacy for the organization and also serve as president in his/her absence and succeed to the office of president in case of vacancy in that office.
- 5.6 Immediate Past President. The Immediate Past President (or “Past President”) shall serve as an advisory resource for the President, perform such other duties as the President may assign, and shall be a member of the Executive Team. The Past President shall be permitted to vote in Executive Meetings for the purpose of allowing a quorum and in situations where there is a tie and a deciding vote is needed.
- 5.7 Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Executive Committee and membership meetings and shall give all notices required of the Executive Committee by law and these Bylaws. The Secretary shall have general charge of the books, records, and Seal of the Corporation, and shall affix the Corporate Seal to any lawfully executed instrument on which it is required.
- 5.8 Treasurer. The Treasurer shall have oversight of all funds and securities belonging to the Corporation. The Treasurer shall require that full, accurate accounts of the finances of the Corporation be kept in records especially provided for that purpose, and each year shall cause a true statement, in reasonable detail, of its assets and liabilities as of the close of each fiscal year and of the results of its operations for such fiscal year to be made and presented to the Executive Committee and general membership. The Treasurer shall sign such instruments as may require signature, and perform all duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President of the Corporation.
- 5.9 Regional Representatives. The three designated regions (Eastern, Northern, and Southern) will designate a Regional Representative who shall be responsible for effectively communicating information within their region. They shall be responsible for planning and convening meetings of their region, communicating between directors and the Executive Committee, providing mentorship, and legislative advocacy.
- 5.10 Removal and Resignation of Officers. Any officer may be removed from office by two-thirds majority of the Corporation at a membership or special meeting. Any member of the Executive Committee of the Corporation may make a motion to remove an officer. The membership must receive, at least fifteen (15) days prior to a meeting, written notification of the motion to remove an officer. Any Criminal Conviction will result in the immediate removal of an Executive

Committee member. A resignation, once delivered to the Executive Committee, is irrevocable unless revocation is approved by the Executive Committee.

ARTICLE VI

CORPORATION STAFFING

- 6.1 Executive Director. The Executive Committee may hire or contract with an Executive Director for the Corporation. The Executive Committee may fix the compensation of the Executive Director and provide for reimbursement of reasonable and necessary expenses for this position in a manner consistent with Section 501(c)(4) of the Internal Revenue Code and its implementing regulations.
- 6.2 Duties of the Executive Director. The Executive Director, if that position is filled, shall be directly accountable to the Executive Committee and shall operate consistent with the position description as developed by the Executive Committee.
- 6.3 Transcriptionist – Minutes Preparation. The Executive Committee may hire or contract with a person to provide minute taking and transcription. This person may provide further assistance with development and maintenance of a website on the internet. The Executive Committee will develop compensation of the Transcriptionist and provide for reimbursement of the reasonable and necessary expenses in a manner consistent with Section 501(c)(4) of the Internal Revenue Code and its implementing regulations.
- 6.4 Other Employees. The Executive Committee may hire or contract with any individual or firm it feels will further the Mission of the Corporation.

ARTICLE VII

INDEMNIFICATION

- 7.1 Indemnification. The Corporation shall defend, indemnify, and hold harmless members, officers, employee(s), and agents, who are sued or threatened to be sued, for acts or non-acts, while in the performance of their duties on behalf of the Corporation consistent with and subject to the requirements of ORS Chapter 30, or ORS Chapter 65, if applicable, and the insurance policies purchased by the Corporation to protect the Corporation and its members, officers, employee(s) and agents against such claims or suits. This indemnification shall cover all members, officers, employees and agents of the Corporation, whether past or present, consistent with the above.

ARTICLE VIII

PERSONAL LIABILITY OF EXECUTIVE BOARD

- 8.1 Personal Liability. An Executive Committee member of the Corporation shall not be personally liable for monetary damages for any action taken or failure to take any action unless it is determined by a court or, if a court ultimately holds that such determination is to be made by the Executive Committee of the Corporation by said Committee that the member, officer, employee(s) is liable for such action or inaction pursuant to Section 65.369 of the Oregon Nonprofit Corporation Act. Provided, however, that the foregoing provision shall not eliminate or limit the liability of the member (i) for any responsibility or liability of such member to any criminal statute, or (ii) for any liability of such member pursuant to local, state or federal law. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any salutation on the personal liability of a member existing at the time of such repeal or modification.

ARTICLE IX

CONTRACTS, LOANS, CHECK AND OTHER INSTRUMENTS

- 9.1 Contracts. Except as otherwise provided by law, the Corporate membership may authorize by resolution any officer, employee or agent to execute and deliver any contract or other instrument in the name and on behalf of the Corporation, and this authority may be general or confined in specific instances.
- 9.2 Loans. The Corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Corporate membership. This authority may be general or confined to specific instances.
- 9.3 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money and notes or other evidence of indebtedness issued in the name of the Corporation shall be signed in the manner and by the officers, employees or agents of the Corporation designated by the Executive Committee.
- 9.4 Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in those banks; trust companies or other depositories designated by the Executive Committee, or be invested as authorized by the Executive Committee.

ARTICLE X

AMENDMENTS TO BYLAWS

- 10.1 Amendments. These Bylaws may only be amended, altered or revoked at a regular meeting of the Corporate membership at which a quorum is present, by a two-thirds vote, so long as the amendment, alteration or revocation has been presented in writing and that the intent to amend, alter or revoke, in part or the entirety of these Bylaws has been announced thirty (30) days prior to the meeting at which the amendment is to be voted on. Unless otherwise provided, the effective date of the bylaw amendment shall be the date it was approved.

ARTICLE XI

DISSOLUTION

- 11.1 Dissolution. Upon final dissolution or liquidation of the Corporation, all assets remaining after payment of outstanding indebtedness shall be disposed of in a manner consistent with Section 501(c)(4) of the Internal Revenue code and its implementing regulations.

ARTICLE XII

SEVERABILITY

- 12.1 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

Date Adopted: July 11, 2024

Executive Board:

_____ President

_____ Vice President

_____ Secretary

_____ Treasurer

_____ Past President

_____ Eastern Regional Rep.

_____ Northern Regional Rep.

_____ Southern Regional Rep.