

IN WITNESS WHEREOF I have hereunto subscribed my name this 25th day of September, 1991.

/s/Donna Middleton
Secretary of the meeting called to approve
the initial Bylaws of the Oregon Juvenile
Department Directors' Association, Inc., an
Oregon Nonprofit Corporation

/s/Steve Carmichael
Secretary of the meeting called to approve
amendment dated _____.

/s/Tom Johnson
Secretary of the meeting to approve
amendments dated September 25, 1995.

/s/ Doug Poppen
Secretary of the meeting to approve
amendments dated February 20, 1997.

/s/ Doug Poppen
Secretary of the meeting to approve
amendments dated May 20, 1998.

/s/ Doug Poppen
Secretary of the meeting to approve
amendments dated September 22, 1999.

/s/ Debra Patterson
Secretary of the meeting to approve
amendments dated May 26, 2004.

ARTICLE XII

AMENDMENTS

These Bylaws may be amended by a simple majority vote at any Association meeting where there is a quorum. A proposed change in the Bylaws must accompany the meeting notice at least seven calendar days in advance of the meeting.

ARTICLE XIII

FINANCES AND RELATED VOTING ELIGIBILITY

A. Dues and Assessments:

1. Membership fees: Membership fees shall become due on July 1 of each year. Membership will be effective to August 31 of the following fiscal year. The membership fee fees assessed each county juvenile department shall be based on a formula approved by a vote of the Association membership at the annual meeting. The population on which the fee is based shall be the most recent annual county population estimates for children ages 0 to 17 produced by the Portland State University Center for Population and Census.
2. Associate membership fees: Associate membership fees shall become due on July 1 of each year. Membership will be effective to July 31 of the following fiscal year. The Associate Membership fee for an individual and for an organization shall be established or changed by a vote of the Association membership. Any associate member delinquent in payment of dues will be denied all rights and privileges as defined in Article IV of these Bylaws.

B. Other Income:

Revenue generating activities approved pursuant to Article VII of these Bylaws are a permissible source of income to the Association.

C. Voting Rights Based on Dues Payments:

Any member county delinquent in payment of dues as of October 1 will be denied all rights and privileges of membership as defined in Article III of these Bylaws, including the eligibility to vote in any election or other business of the Association requiring a vote.

KNOW ALL PERSONS BY THESE PRESENTS that these Bylaws were duly accepted and established as the document governing the management and regulation of corporate affairs, including the powers of the Association, its Board, and its officers, at a vote of the general membership of the Association called with due notice on the 25th day of September, 1991.

may be a party because of status as a director or officer of the Association. A director or officer shall have no right to reimbursement in relation to matters as to which the director or officer has been adjudged liable to the Association for negligence or misconduct in the performance of duties as a director or officer. Indemnification shall also apply to the damages and expenses of suits which are compromised or settled if settlement is approved by the court having jurisdiction of the matter. Indemnification shall be in addition to, and not exclusive of, all other rights to which a director or officer may be entitled.

ARTICLE XI

QUORUM, GENERAL VOTING RIGHTS

A. General Membership:

A general membership quorum shall consist of at least ten members. For the purposes of electing officers, the incumbent president may have one vote. The president may vote to break a tie on any issue.

Subject to the terms of Article XIII of these Bylaws, each juvenile department shall have one vote. In the absence of a director, said director may designate a proxy. The director must designate the proxy to the president of the Association in writing, by fax, or by telephone 24 hours prior to the start of any meeting at which the proxy will be voting.

The president may designate the manner of voting unless the membership has voted on a method of voting, except that pursuant to Article VIII of these Bylaws the election of officers shall be by secret ballot.

Passage of a motion requires a simple majority of those voting on the motion, except that passage of a motion concerning a legislative position requires an affirmative vote of eighty percent (80%) of those present when the vote is taken.

B. Regional Subgroup:

A quorum at a regional subgroup meeting shall be those in attendance after due notice to all eligible members pursuant to Article VI of these Bylaws.

C. Board of Directors:

A quorum at a meeting of the Board of Directors shall be those in attendance after due notice to all eligible members pursuant to Article VI of these Bylaws.

- B. Election of Subgroup Chairs: In the Fall of every odd numbered year, at the annual meeting, each regional subgroup shall, by majority vote, designate a chair who shall serve until a successor is elected and qualified.
- C. Removal of Officers: An officer may be removed by a two-thirds majority vote of the members at a meeting called for the purpose of removing the officer. The meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the officer.
- D. Removal of a regional subgroup chair: A regional subgroup chair may be removed by a majority vote at a meeting of the members of the represented regional subgroup called for the purpose of removing the Chair. The meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Chair.
- E. Filling Vacancies:
 - 1. Officers: Any office which becomes vacant during the term of office shall be filled by the Board of Directors, subject to a majority vote of the members at the next regular Association meeting.
 - 2. Regional Subgroup Chairs: Any regional subgroup chair which becomes vacant shall be filled by a majority vote of the members of the represented regional subgroup.

ARTICLE IX

COMMITTEES

The president shall name a nominating committee in a timely fashion to present a slate of officer candidates at the annual meeting of the Association in every odd numbered year.

The president may name such temporary or standing committees as deemed necessary to the best interest of the Association. If appropriate to the mission of a committee, the president may authorize the appointment to that committee of individuals who are not members of the Association. Any non-Association committee member shall have standing to vote in the business and the undertakings of the committee, but shall not have standing to vote in Association undertakings in response to the work of that committee.

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify each of its directors and officers, whether or not then in office, together with the directors' and officers' executors, administrators and heirs, against all claims, damages, losses and expenses, including attorneys' fees, actually and necessarily incurred by a director or officer in connection with the defense of any litigation to which a director or officer

It is the responsibility of the president to supervise the activities of any corporate employees or contract service providers.

2. The Vice President: The vice president is to be the president-elect. In the absence of the president or as a consequence of a specific delegation of authority by the president, the vice president shall stand in the stead of and complete the administrative duties of the president. The vice president shall perform such other duties as may be required by the president or the Board of Directors from time to time.
3. Secretary-Treasurer: It shall be the responsibility of the secretary-treasurer to be custodian of the records and seal of the Association, to keep accurate records of the proceedings of all meetings of the Board of Directors and of the general membership, to be custodian of all monies of the Association, however received, to keep accurate records of all receipts, expenditures and financial transactions involving or concerning the Association, and to perform such other duties as may be required by the president or the Board of Directors from time to time. At the time of each annual meeting of the membership and at such other times as may be requested by the president or the Board of Directors, the secretary shall prepare and publish financial statements showing the financial condition of the Association. The Board of Directors may, by resolution, delegate specific duties of the secretary-treasurer to an experienced individual or entity.
4. General Limitations: No officer of the Association shall: (a) engage in any activity which jeopardizes the standing of the Association as a nonprofit corporation under the laws of the State of Oregon or as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code; (b) commit the Association by contract or otherwise to the purchase of services or goods other than as a result of resolution of the Board of Directors. This limitation does not apply to the purchase of office supplies incidental to the daily business and record keeping of the Association.

ARTICLE VIII

ELECTION AND REMOVAL OF OFFICERS AND MEMBERS OF THE BOARD

- A. Election of Officers: Officers shall be elected at the annual meeting every odd numbered year. Each shall serve until a successor is elected and qualified. The Vice President shall automatically assume the office of the president after the election of officers. The Secretary-Treasurer may be elected for successive terms.

A nominating committee shall present a slate of officer candidates for the positions of Vice-President and Secretary-Treasurer at the time of the annual meeting every odd numbered year. Nominations for Vice-President and Secretary-Treasurer may also be made from the floor at the time of election. The officers shall be elected by a majority vote of secret ballots.

ARTICLE VI

MEETINGS

- A. General Membership: The Association shall meet at least two times a year. The annual meeting shall be held in September at a date designated by the President. Other meetings shall be held at such times as shall be designated by the president. The members shall be notified of any meeting at least seven calendar days in advance of the meeting.
- B. Regional Subgroups: Each regional subgroup shall meet as necessary to discuss issues of local or general concern or interest, with the goal of ensuring effective communication on Association matters. The regional chair or the chair's designee shall report to the Association as necessary on concerns and recommendations of the regional membership.

A meeting of the regional subgroup may be called by any member of the subgroup, in consultation with the chair. The regional members shall be notified of any meetings at least seven calendar days in advance of the meeting, except that by unanimous consent they may waive this notice requirement for a specific meeting.

- C. Board of Directors: The Board of Directors shall meet in accord with the provision of Article IV of these Bylaws. Board members shall be notified of any meetings by the president or the president's designee at least seven calendar days in advance of the meeting, except that by unanimous consent they may waive this notice requirement for a specific meeting.
- D. Attendance at any meeting is waiver of objection to the Association's lack of compliance with the notice provisions of this Article.

ARTICLE VII

OFFICERS, POWERS AND DUTIES

- A. Officers:

Officers shall consist of a president, a vice president, and a secretary-treasurer, each to be elected and to serve pursuant to Article VIII of these Bylaws.

- B. Officers' Powers and Duties:

- 1. President: The President shall preside at all meetings of the general membership and of the Board of Directors and shall perform all duties and assume all responsibilities as executive officer of the Association. Subject to limitations otherwise defined in this Article, the president is authorized to engage in any lawful activity deemed in the best interests of the Association.

ARTICLE IV

ASSOCIATE AND PARTNER MEMBERSHIP

- A. Associate Membership: An individual or an Oregon agency may become an Associate Member of the Association by filing an application with the Association and being approved by seventy-five percent (75%) of the membership attending a regularly scheduled Association meeting and paying an annual fee established by a vote of the Association membership. The annual fee may be different for an individual or an organization. If an agency files an application, the agency must designate their representative by name and position.
- B. Partner Membership: The Association may invite an organization which holds allied values and interests to become a Partner Member upon approval of 80% of the membership attending a regularly scheduled Association meeting. A Partner Member of the Association will be represented by one of its members selected by the Partner Member. The Association and Partner Member will define means for meeting their reciprocal interests, and the Association shall waive any annual membership fee. All privileges (Article IV, Section C) and limitations (Article IV, Section D) that pertain to Associate Members apply equally to Partner Members. A Partner Membership will remain in effect until such time as the Association votes to withdraw the designation by a simple majority vote of the membership attending a regularly scheduled Association meeting.
- C. Privileges: Associate members may attend all Association functions, meetings, and conferences at the same cost as a regular member and with the same privileges, except as stipulated in Article IV.C. They can fully participate in Association meetings, trainings, and seminars; receive written materials disseminated to regular members; and serve on Association committees.
- C. Limitations: Associate members cannot vote, hold office, chair a committee, act on behalf of the Association; or obligate the Association in any way. An associate member may be excluded from an executive session called by the Association president to discuss Association personnel; pending legal action against or by the Association; or when seventy-five percent (75 %) of attending members agree that a pending subject warrants an executive session.

ARTICLE V

BOARD OF DIRECTORS

The officers, regional subgroup chairs, the Chair of the Training Committee, Chair of the Legislative Committee, the Association's representative to the Oregon Commission on Children and Families, and the immediate Past-President constitute the Board of Directors of the Association. It is the responsibility of the Board of Directors to meet as necessary and to assume the responsibility for managing the affairs of the Association between meetings of the general membership and to the extent permitted by the Oregon Nonprofit Corporation Laws.

ARTICLE III

MEMBERSHIP

Subject to the terms of Article XIII of these Bylaws, every county of the State of Oregon and every Native American tribe in Oregon that exercises juvenile court jurisdiction over tribal youth is eligible for one voting membership in the Association. The voting member shall be the person appointed and designated by the Board of County Commissioners as "Director" of the county juvenile department or, in the absence of such appointment and designation, that other person who has direct administrative responsibility for the department.

Every member county and tribe of the Association will also belong to a regional subgroup of the Association. Each regional subgroup shall biennially elect a chair pursuant to Article VII of these Bylaws. Subgroups of the Association are as follows:

TRI-COUNTY REGION: Clackamas
Multnomah
Washington

SOUTHERN REGION: Coos Jackson
Curry Josephine
Douglas Klamath
Lane

NORTHERN REGION: Benton Linn
Clatsop Marion
Columbia Polk
Lincoln Tillamook
Yamhill

CENTRAL AND EASTERN REGION:
Baker Malheur
Crook Morrow
Deschutes Sherman
Gilliam Umatilla
Grant Union
Harney Wallowa
Hood River Wasco
Jefferson Wheeler
Lake

The rights and privileges of membership in good standing shall include, but not be limited to, the right to participate in discussion and decisions of the Association, to be represented with other county juvenile departments by the Association on matters of state wide significance and to receive discounts on fees for staff training or other activities of the Association.

BYLAWS
OREGON JUVENILE DEPARTMENT DIRECTORS'
ASSOCIATION, INC.,
An Oregon Nonprofit Corporation

ARTICLE I

NAME

The name of the organization is the Oregon Juvenile Department Director's Association, Incorporated . The Association is registered as a nonprofit corporation in the State of Oregon.

ARTICLE II

PURPOSE

The vision of the Oregon Juvenile Department Directors' Association is a juvenile justice system that:

- promotes public safety, youth accountability, and reformation;
- reduces juvenile crime using research based practices;
- involves active family participation;
- is responsive to victims;
- emphasizes collaboration among state, local, and community partners; and
- honors the diversity of the people, cultures, and communities of the state.

The mission of the Oregon Juvenile Department Directors' Association is to promote the Association's vision by:

- providing leadership and direction for Oregon's juvenile justice system;
- enhancing the ability of communities to reduce juvenile crime;
- aligning and integrating state and local juvenile justice policies;
- creating policy based on research and effective practices, and translating national and state policies into local practice;
- promoting organizational and staff development in juvenile justice agencies; and
- developing, sharing, and implementing juvenile justice information, research, and evidence-based practices.