

BYLAWS

OREGON JUVENILE DEPARTMENT DIRECTORS' ASSOCIATION, INC.,

An Oregon Nonprofit Corporation

ARTICLE I

NAME

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

ARTICLE II

VISION

The Leading Voice in Juvenile Justice

MISSION

Shaping State and Local Juvenile Justice Policy and Practices by Promoting:

- ❖ Public Safety through reduction in Juvenile Crime
- ❖ Evidence Based Practices
- ❖ Leadership that creates Strategic Direction
- ❖ A Fair and Equitable Juvenile Justice System

VALUES

Respect: Acknowledging differences and honoring diversity of our respective communities

Integrity: Promoting professional and ethical working relationships, decision making and practices

Collaboration: Proactively communicate and effectively work with State, Local and Community partners

Excellence: Investing in professional development, implementing best practices and data driven decisions

Innovation: Anticipating change, capitalizing on opportunities, and identifying solutions which add value to the juvenile justice system

ARTICLE III

MEMBERSHIP

Subject to the terms of Article XII 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 or Tribe as "Director" of the county juvenile department / Tribe 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 select a chair pursuant to Article VI of these Bylaws. Subgroups of the Association are as follows:

TRI-COUNTY REGION:

Clackamas
Multnomah
Washington

SOUTHERN REGION:

Coos
Curry
Douglas
Jackson
Josephine
Klamath
Lane

NORTHERN REGION:

Benton
Clatsop
Columbia
Lincoln
Linn
Marion
Tillamook
Yamhill
Polk

CENTRAL AND EASTERN REGION:

Baker
Crook
Deschutes
Gilliam
Grant
Harney
Hood River
Jefferson
Lake
Malheur
Morrow
Sherman
Umatilla
Union
Wallowa
Wasco
Wheeler

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.

ARTICLE IV

BOARD OF DIRECTORS

The officers, regional subgroup chairs, the Chair of the Training Committee, Chair of the Legislative Committee, 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 V

MEETINGS

A. General Membership: The Association shall meet quarterly as designated by the President. Other meetings shall be held at such times as deemed necessary 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 VI

OFFICERS, POWERS AND DUTIES

A. Officers:

Officers shall consist of a president, a president elect, a treasurer and past president, each to be elected and to serve pursuant to Article VII 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. It is the responsibility of the president to supervise the activities of any contract service provider.

2. The President Elect: In the absence of the president or as a consequence of a specific delegation of authority by the president, the president elect shall stand instead of and complete the administrative duties of the president. The president elect shall perform such other duties as may be required by the president or the Board of Directors from time to time.

3. Treasurer: It shall be the responsibility of the treasurer to be custodian of the records and seal of the Association, 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 quarterly meeting of the membership and at such other times as may be requested by the president or the Board of Directors, the treasurer 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 treasurer to an experienced individual or entity.

4. Past President: The past president in the absence of the president and president elect or as a consequence of a specific delegation of authority by the president or president elect, the past president shall stand in instead of and complete the administrative duties of the president or president elect. The past president shall perform such other duties as may be required by the president, president elect or the Board of Directors from time to time.

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 VII

ELECTION AND REMOVAL OF OFFICERS AND MEMBERS OF THE BOARD

A. Election of Officers: Officers shall be elected prior to the annual conference meeting every odd numbered year. Announcement of new officers will occur at the conference meeting. Each shall serve until a successor is elected and qualified. The President Elect shall automatically assume the office of the president after the election of officers. The President shall automatically assume the office of the past president after the election of officers. The Treasurer may be elected for successive terms.

A nominating committee shall present officer candidates for the positions of President Elect and Treasurer prior to the annual conference meeting every odd numbered year. The officers shall be elected by a majority vote of secret ballots by email prior to the conference meeting. New officers' terms will become effective at the start of the annual conference meeting.

B. Selection of Subgroup Chairs: At the annual conference meeting of every odd numbered year each regional subgroup shall designate a chair who shall serve until a successor is selected 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 officer 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 one of the members of the represented regional subgroup.

ARTICLE VIII

COMMITTEES

The board of directors shall approve members to temporary or standing committees as deemed necessary in the best interest of the Association.

ARTICLE IX

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 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 X

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 XII of these Bylaws, each juvenile department and representative of a tribe 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, email 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 VII 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.

Authority is delegated to the Board of to approve Association positions on legislation during regular and special sessions of the Oregon Legislature.

Typically, the general membership will be polled to determine support for legislation and/or funding issues, through the regional representatives and/or Association president, however, when

expedited action is required, the President may take a position on legislation and/or funding issues on behalf of the Association.

Electronic voting (via email) in response to legislative and other Association business is authorized, as deemed appropriate by the Association President.

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 V 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 V of these Bylaws.

ARTICLE XI

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 XII

FINANCES AND RELATED VOTING ELIGIBILITY

A. Dues:

1. Membership dues shall become due on July 1 of each year. Membership will be effective to August 31 of the following fiscal year. The membership dues assessed each county juvenile department or tribe shall be based on a formula approved by a vote of the association membership at the annual meeting. The population on which the due 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.

B. Other Income:

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

C. Voting Rights Based on Dues Payments:

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

KNOW ALL PERSONS BY THOSE PRESENT 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, 2013.