

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 (OJDDA), 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, and fellow OJDDA members
- 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
- Equity:** Committed to promoting fairness, justice, and access for all youth within 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, a 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:

METRO REGION:

Clackamas
Multnomah
Washington

SOUTHERN REGION:

Coos
Curry
Douglas
Jackson
Josephine
Klamath
Lane

NORTHERN REGION:

Benton
Clatsop
Columbia
Lincoln
Linn
Marion
Polk
Tillamook
Yamhill

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 statewide significance and to receive discounts on fees for staff training or other activities of the Association. No member shall act or present information on behalf of OJDDA without prior knowledge and consent of the Board of Directors.

ARTICLE IV

BOARD OF DIRECTORS

The President, President-Elect, Treasurer, and the immediate Past President, four regional subgroup chairs, the Chair of the Training Committee, and the Chair of the Legislative Committee, 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. The Board of Directors will consist of ten representatives from ten different counties.

ARTICLE V

OFFICERS, POWERS AND DUTIES

A. Officers:

Board Members 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.

1. **President:** The president shall preside at meetings of the general membership and of the Board of Directors and shall perform duties and assume 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. The president serves as a signatory for any contract with any association service provider.
2. **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. The president elect serves as a signatory for any contract with any association service provider.
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. The treasurer serves as a signatory for any contract with any association service provider.

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.

BOARD MEMBERS, POWERS, AND DUTIES

B. Board Members:

Six Board Members shall consist of four regional representatives, elected by their region. One from Central and Eastern Region, one from Northern Region, one from Southern Region and one from Metro Region. The Chair of the Training Committee and the Chair of the Legislative Committee will also serve as board members pursuant to Article VII of these Bylaws.

Board Members will have the power to request items be added to the Board Meeting agenda, as well as the power to call for a vote on any agenda item. Roberts Rule of Orders to be applied when needed.

1. **Regional Representative**: It shall be the responsibility of the Regional Representative to effectively communicate information within their region. They shall be responsible for planning and convening regional meetings, communicating between directors and board members, mentoring new directors, conducting legislative advocacy, and attending OJDDA Board meetings and full membership meetings.

Functions of the Regional Representative:

- Education/Informing/Connection
 - Ensure your region has up to date information.
 - Host or help facilitate regional meetings to share information.
- Legislative Advocacy
 - Stay informed by reading communications from the legislative committee.
 - Contact regional directors about legislative issues.
 - Attend Legislative committee meetings.
- Leadership
 - Attend OJDDA meetings.
 - Take part in committees or special projects.
- Mentoring
 - Organize outreach visits to new directors in your region.
 - Offer support and technical assistance to new directors.
 - Ensure new members are familiar with OJDDA process.
 - Encourage new directors to become involved in OJDDA.

2. **Chair of the Training Committee**: It shall be the responsibility of the Training Committee Chair to act as the liaison between the committee and the Board of Directors and ensures the

committee operates within the expectations and direction of the board and the Training Committee Policy. **For additional information refer to training committee policy.**

(Change)

Functions of the Training Committee Chair:

- Meetings and Communication
 - Provide Leadership, facilitates meetings, and serves as spoke person to the board.
 - Ensures the committee is achieving its goals and objectives.
 - Reviews curriculum and provides updates at board meetings.
 - Reviews the OJDDA Training Budget and reports at board meetings.

3. **Chair of the Legislative Committee:** It shall be the responsibility of the Legislative Committee Chair to recruit OJDDA members for the committee, facilitate committee meetings, provide updates at OJDDA meetings, represent OJDDA at community partner meetings, and be available after hours for consult calls.

Functions of the Legislative Committee Chair:

- Lobbyist responsibilities
 - Coordinate with Lobbyist Team to review those bills which could affect Juvenile Justice and craft position papers and amendments to bills.
 - Work with Lobbyist Team to set meetings, provide education, and solicit support on OJDDA positions.
 - Coordinate with OYA Lobbyist for data, meeting with legislators, and taking positions.
- Committee Organization
 - Work with Committee members to craft positions, organize testimony.
 - Assign bills for review.
- OJDDA Representation
 - Bring recommendations to the OJDDA Board for an official vote on legislation.
 - Work with Board Members on position statements.
 - Testify before the legislature on behalf of OJDDA.

General Limitations: No officer or board member 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 VI

MEETINGS

A. **General Membership Meetings**: The Association shall meet four times a year 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 five calendar days in advance of the meeting. A notification in writing of a schedule of meeting dates in the upcoming year satisfies this notice requirement. This is an all-membership meeting, and each director has the right to make a motion and vote on all issues and request agenda items be added to the General Membership Meeting Agenda.

B. **Board of Directors Meeting**: The Board of Directors shall meet in accordance 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 five calendar days in advance of the meeting, except that by unanimous consent they may waive this notice requirement for a specific meeting. This is a Board of Directors business meeting and only the ten voting members have the right to make a motion and vote on all issues.

C. **Regional Subgroups Meetings**: 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. A meeting of the regional subgroup may be called by any member of the subgroup, in consultation with the regional representative. All regional members shall be notified of any meetings at least five calendar days in advance of the meeting, except that by unanimous consent they may waive this notice requirement for a specific meeting. The regional representative or their designee shall report to the Association as necessary on concerns and recommendations of the regional membership.

D. **Minutes of Meetings**: When votes are cast in OJDDA Meetings, they shall be noted in the minutes, by the Motion, the second, and all in favor. If there are opposed votes those need to be documented as to which county.

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. The 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 position 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 position which becomes vacant shall be filled by one of the members of the represented regional subgroup.

ARTICLE VIII

COMMITTEES

This article applies to OJDDA internal committees or to committees OJDDA has the appointment authority for.

When multiple OJDDA members desire to be selected to represent OJDDA on a committee, the Board of Directors will vote to select a representative for the committee. The Board of Directors will consider, but is not limited to, the following when making its decision: Geographical equity, opportunities for participation, availability, specific knowledge, experiences, and interests.

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 fifty percent of membership. 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, the 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 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 Directors 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 established and determined by each region 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 at least fifty percent.

D. Conflict of Interest:

Members shall be required to vote on all matters that require a decision except, in accordance with ORS Chapter 244 (Government Ethics), no OJDDA member shall participate in a decision in which that member has a private pecuniary interest. When such apparent or potential conflict of interest arises, the affected member shall disclose such a conflict of interest and disqualify themselves from voting on the matter. Such members shall not be considered as being present for the purpose of determining whether a quorum is present. Declared conflicts shall be formally represented in the minutes of the meeting where such declaration is made.

The OJDDA recognizes that members have diverse professional and financial interests. Because of these interests, all members must disclose all relationship which may influence the way the members carry out their responsibilities. This will protect the reputation and integrity of the OJDDA. Failure to adhere could result in a real or apparent conflict or duality of interest, including personal financial gain, if members have significant relationships with not-for-profit or for-profit organizations/ commercial enterprises whose products, services, or businesses are related to the goals of the OJDDA. At no time will a member promote an activity, action or budgetary matter that might solely benefit the private or fiscal interest of that member.

ARTICLE XI

AMENDMENTS

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

ARTICLE XII

FINANCES AND RELATED VOTING ELIGIBILITY

A. Dues:

Membership dues shall become due on July 1 of each year. Membership will be effective until August 31 of the following fiscal year. The membership dues assessed for 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 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 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 two dates, the first being on the 18th day of September 2024 for the revision of Articles IV, V, VI, and VII, and the second being on the 23rd day of January 2025 for the revision of Articles I, II, VIII, X, XI, and XII.