

# Building a Collaborative Governance Framework

A Five Step Process

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# Introduction

## What Is Collaborative Governance?

**Collaborative Governance is a powerful method for addressing public problems and seizing opportunities to improve government service and strengthen communities.** In a

collaborative governance approach, multiple government entities or a group of diverse stakeholders from communities, government, non-government organizations (NGOs), and the business sector collaborate on a public problem or opportunity, debate issues, pool ideas and resources, and produce an outcome. Collaborative governance occurs as a neutral arrangement where the views of all participants are given balanced consideration. Collaborative governance can produce better outcomes than one person or organization could produce alone—outcomes that are creative, well vetted, broadly supported, and better able to stand the test of time.

The University Network for Collaborative Governance defines collaborative governance this way:

*Collaborative governance refers to community and public policy decision making processes and structures that enable participants to work together to enhance their communities and shape sustainable public policy decisions. Collaborative governance does this by engaging participants collectively and constructively across the boundaries of the public, private, and civic sectors to leverage the unique attributes and resources of each for the greatest impact. The collaborative approach to governance encompasses any method, model, or process that is deliberative and consensual, including civic engagement and service, public engagement, collaborative network management, public consultation, multi-stakeholder collaboration, collaborative public management, dispute resolution, and negotiation.<sup>1</sup>*

## What Is a Collaborative Governance Group?

**Groups of collaborators come in many forms, but this guide is focused on collaborative governance groups.** Collaborative governance groups have the following characteristics:

- They are established for long-term ongoing group work or for a single project or work product.

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<sup>1</sup> The University Network for Collaborative Governance (2018), Strategic Plan.

- They are composed of collaborators from multiple sectors (public, private, and civic) working on public issues (examples include education, health care, natural resource management, human services, and delivery of a government services), or composed of multiple similar organizations or government agencies collaborating to manage a public service or regulatory function in partnership.
- They are committed to using consensus-based decision making.
- They are committed to using input from inside and outside the group (sometimes engaging the public at large.)
- They are focused on producing outcomes that impact people inside and outside the group. (We are not addressing groups of collaborators from a single organization who are working on an issue that is internal to their organization.)

Collaborative governance groups are sometimes self-formed and sometimes established by a government body like a city or a county or the legislature or by leaders from one or several government agencies. The group may have broad or limited powers; for example, they may be authorized only to offer recommendations or they may be empowered to direct others' actions. They may exist to give advice, shape public policy, regulate activities, or deliver government services to the public. Sometimes they initially form to work on a single issue or project, then move on from that project and become institutionalized in the form of a standing committee, ongoing advisory group, nonprofit corporation, intergovernmental partnership, or intergovernmental agency charged with long-term problem solving, advising, oversight, or delivery of government services on behalf of another government body.

While this guide focuses on collaborative governance groups, the general concepts can be used by any group that wants to work together on a project. For example, a county and a group of cities might form a committee of elected officials to solve a regional problem. The group will be collaborating with one another in many different ways. They aren't a collaborative governance group as defined in this manual, because they do not include private and nonprofit sector membership within their group. Nevertheless, employing the general concepts in this manual, which are intended for collaborative governance groups, should make other types of collaborative groups more effective as well.

Whether a collaborative governance group is self-formed or created by an outside entity, whether it was created as a long-term group or is at a crossroads exploring ways to continue collaborating after completing an initial project, the group will benefit from establishing a collaborative governance framework that will help make the most of the wealth of perspectives and resources that collaboration brings.



## What Is a Collaborative Governance Framework?

**As collaborative governance groups form and evolve, they increasingly need a clearly articulated organizational structure to advance their strategy and achieve their goals.**

A collaborative governance framework is an organizational structure that shapes, supports, and describes the relationships, methods, and outputs of a collaborative governance group. The framework delineates how the group will do some or all of the following:

- Interact within the group
- Make decisions
- Steer and facilitate meetings
- Govern the group
- Assign work
- Interact with people outside the group who have a stake in the group's work
- Fulfill any agreements
- Manage finances
- Meet procedural or legal obligations
- Monitor and evaluate group progress and make any needed adjustments

In general, the collaborative governance framework is articulated in one or more governance documents. These documents sometimes take the form of an order or resolution, memorandum of agreement, intergovernmental agreement, bylaws, or operating agreements (such as ground rules). The governance documents may be informal, formally committed to with signatures, legally contractual, or codified by legislation or administrative code. These documents generally describe some or all of the following components of a collaborative governance framework:

- The group's purpose
- A form of entity the group will take
- The powers and duties that the group will have
- The form and function of a governing body for the group
- The structure, purpose, and rules for any committees
- The method for making decisions and for resolving disputes

The governance documents may also address the following:

- Basic meeting ground rules
- Timelines for work products or outcomes
- A communication plan
- An evaluation plan

Not all groups will have all of these components in their collaborative governance framework or in their governance documents. The formality and complexity of the framework and documents will vary depending on a group's composition, purpose, and level of accountability to others.

## Why Build a Collaborative Governance Framework?

**A collaborative governance framework exists primarily to drive strategy that fulfills a collaborative governance group's goals.** A group may have a project that will help

the community. Or a group may have a public problem

that needs solving. Regardless of a group's purpose, a carefully crafted collaborative governance framework will guide efforts. Even loosely structured groups benefit from some sort of a collaborative governance framework and governance documents if only to manage internal group dynamics and address how the group will involve others and communicate activities and results. Also, since collaborative governance groups are ever-evolving, a collaborative governance framework can not only delineate the nature of the group's current functions and relationships, but also create a road map for redefining the group as functions and relationships evolve, and as the group gains experience working together.

## Steps to Developing a Collaborative Governance Framework

**The first task for any collaborative governance group is to gain a sense of its own identity and accountability to others.** Second, the group needs to determine what entity type (type of group) best reflects the identity of the group.

Third, the group must create a suitable collaborative governance framework. Fourth, the group needs to describe its collaborative governance framework in governance documents. Finally, the group needs to adapt the framework as the group evolves.



## Purpose of This Guide

This guide will steer groups through the steps for creating a collaborative governance framework and governance documents.

**Step 1** will help the group clarify its purpose and gain an understanding of how much structure the group needs based on the nature of the group's accountability to others, and what the group wants to accomplish.

**Step 2** will help the group identify the entity type that will provide the right level of structure and best suit the group's goals, composition, accountability to others, need for stakeholder involvement, and potential risks and benefits.

**Step 3** will describe the components of collaborative governance frameworks and help groups determine what framework components might be best for creating their own framework.

**Step 4** will discuss creating governance documents to articulate and document the collaborative governance framework.

**Step 5** will offer suggestions for helping a group periodically adjust its collaborative governance framework to ensure that the framework continues to grow with the group and align with its strategy.

## Summary: Introduction

*Collaborative governance is an approach to public problem solving that brings cross-sector stakeholders together in a neutral setting to share their views and resources to accomplish a goal. Collaborative governance groups range from a team working on a one-time project, to a long-term group that may take on the shape of an organization or government entity. Effective collaborative governance relies on a clear organizational structure or collaborative governance framework for the group. That framework delineates roles, powers, responsibilities, and more, and it creates a foundation that drives the group's strategies. The collaborative governance framework should be recorded in governance documents that can be revisited as needed to align the group's work. This guide will walk groups through the steps to create a collaborative governance framework and governance documents that allow groups to derive the greatest benefit from collaboration on public issues.*

## Step One: Identifying Group Purpose and Nature of Accountability

**In order to determine the appropriate collaborative governance framework, a group needs to be clear about the group's purpose—why the group exists, what it is setting out to do, and what it is not going to focus on.** One way to clarify purpose is to work as a group on strategic planning to articulate the group's values, identify its vision and mission, and determine the objectives and measures of success. Because many resources are available for guiding a group through a strategic planning process, we will not devote space to that topic in this guide.

### Identifying Group Purpose

**Some groups choose to forgo or postpone a strategic planning process, and instead develop a simple purpose statement for the group.** To identify purpose and develop a purpose statement, begin

by discussing the following questions:

1. What is the group trying to accomplish together?
2. Who (if anyone) assigned the work and what did they ask for?
3. Who will benefit from the work and what do they want from the group or what does the group want to give them?
4. Who could be hampered or harmed by the group's work and what do they want to avoid or what does the group want to spare them from?
5. Why is it the right group of people to do this group work? What special value will the members add?
6. Whom does the group need to involve in the work?
7. If the group is transitioning from one type of group to another type of group, where has the group been and what has it done up until now? How will what the group does next differ?
8. What authority does the group have to act; is what the group is setting out to do within its purview and power? (The purpose should not fall outside the group's authority to act.) If the group lacks necessary authority, does it plan to pursue more authority?

Next, crystallize the group's thoughts into a short paragraph that everyone in the group agrees will appropriately guide the group's work and help the group fulfill its goals.

## Examples of Purpose Statements

The following are examples of purpose statements that collaborative governance groups have created.

**Purpose statement for an intergovernmental agency formed to plan and develop the Salmonberry Trail in northwest Oregon.** “The purpose of the intergovernmental agency is to plan the development and maintenance of a multi-use trail within the Salmonberry Corridor, consistent with the goals established within the Salmonberry Corridor Concept Plan and included in the recitals herein. The Salmonberry Corridor Concept Plan shall be the foundation for future development of the corridor and trail and a guide for developing more specific plans and designs for individual segments of the trail.”

**The purpose statement of the Deschutes Water Alliance.** “To increase understanding of water issues in the region and meet regional water management needs by developing an integrated regional water management plan.”

**An intergovernmental agreement creating the Coos Bay/North Bend Tourism Promotions Committee.** “The committee shall engage in activities designed to promote events and attractions in the Coos Bay/North Bend geographic area, so as to attract tourists and thereby foster an important component of the local economy, and when possible, to coordinate its efforts with other efforts in the area to achieve maximum return on monies expended on tourism promotion from all sources.”

**The purpose statement of the Central Oregon STEM Hub.** “The Central Oregon STEM Hub integrates STEM (science, technology, engineering, and math) into pre-K through grade 16 classrooms and the community with robust professional development, informal educational opportunities, and industry partnerships, serving as a catalyst for collaboration that will result in career-ready and college-bound students, critical thinkers, and informed global citizens.”

**An intergovernmental agreement between the City of Newberg and the Chehalem Park and Recreation District (CPRD).** “The intent of the parties is to form a partnership arrangement in order to manage the area known as the Newberg Cultural District, hereinafter referred to as “cultural district” for the use and enjoyment of the community. The vision of the city, CPRD, Newberg Downtown Coalition, and neighbors and stakeholders is to identify and strengthen the cultural district as a gathering place where people can discover the literary, artistic, and historical culture of the area; attend a class or program; check out books; view an exhibit; participate in a community event; or simply sit on a bench while visiting a friend.”

After identifying the group’s purpose, it’s time to examine whom the group is accountable to and for what.

## What Is the Nature of the Group's Accountability?

The type of collaborative governance framework a group needs will be shaped by the nature and extent of its **accountability to others**. By accountability to others we

mean the extent to which the group is required to serve

or would benefit from serving the needs of others within and outside the collaborative governance group. For example, all groups are accountable internally to behave in ways that accomplish work and build relationships within the group. Ground rules (which we'll cover later) are a component of a collaborative governance framework that helps ensure accountability within a group. A group might also be accountable to outside decision makers for whom the group must provide recommendations by a deadline. Or the group might be accountable to a local community or group of stakeholders who want to have input into the work, or whose input the group simply needs in order to produce a good outcome. In these cases, a group's collaborative governance framework can help to ensure that the group holds itself accountable to these stakeholders.

The nature of a group's accountability to others will largely determine the degree of structure (or level of formality and complexity) that the collaborative governance framework will have. For example, a highly-structured collaborative governance framework may include contractual agreements and may be necessary when a group is accountable to a government agency or funders. A moderately-structured framework may include non-contractual but formal written agreements with people outside the group. A lightly-structured framework may include simple written ground rules within the group and spoken agreements about how work will be divided.

These descriptions of the degree of structure are broad generalizations that will become clearer as we discuss the specific components of a collaborative governance framework. For now, it will be helpful to identify, in general, how much structure might best suit the group in its current state of development. We'll do that by examining how much accountability the group has to others. Note that the degree of structure a group would find useful may evolve as the group's roles shift or relationships deepen. For now, consider the group's current state and examine with us how much accountability the group has to others.

Collaborative governance groups are usually accountable to outsiders for some or all of the following actions:

- Notifying others of events
- Involving others in providing input or evaluating decisions
- Keeping agreements to act in a certain capacity
- Delivering a work product or reporting on results

The complexity and formality of the collaborative governance framework a group needs will likely increase in proportion to the following:

**The size of the group and the complexity of the relationships within the group.** For example, large groups with unfamiliar participants, significant conflict, or great differences in group participants' power may require a more structured governance framework. By contrast, groups with strong prior relationships, low conflict, and group members with balanced power may have less need for structure.

**The authority of the outsiders to whom the group is accountable.** For example, accountability to a governing body may require more structure than if a group is accountable to neighbors only. Or, if a group needs to produce outcomes that convince funders to continue to provide support, the group may need more structure.

**How important it is to have input from the people the group is accountable to.** For example, a group may need more structure if it needs to coordinate extensive public input to produce a representative outcome. It may also need more structure if including stakeholders is critical to maintaining important relationships.

**The complexity, time-sensitivity, and frequency of a group's expected work products.** For example, if the work is complex or the group is managing multiple frequent projects with tight deadlines or working with large groups of stakeholders or large geographic areas, the group may need more structure.

**The level of risk or potential benefit that the work product will present.** For example, if the outcome has the potential to be perceived as a great boon to the public or as a source of real controversy, the group may need more structure. Or, if a lot of people will be impacted by the work products, for example, a whole region or the state, the group may need more structure than if the work will impact only a neighborhood. Or if the group will produce recommendations for a public works project that will cost a lot of public money, the group may need more structure than if it were going to produce a less costly outcome.

Table 1 illustrates this range of factors that can affect the amount of structure a group should have in its collaborative governance framework.

**Table 1: How structured should a group's collaborative governance framework be?**

Situation	Less Structure Needed	More Structure Needed
<b>Group size</b>	The group is small (ten or fewer participants).	The group is large (eleven or more participants).
<b>Complexity of relationships</b>	Group participants are experienced at collaboration, have well-established low-conflict relationships, and fairly equal power.	Group members are inexperienced at collaboration, share few existing relationships, have conflict, or differ significantly in their power or influence in the group.
<b>Outside authority</b>	The group is accountable to an informal group of stakeholders who are not funding the effort and who do not have a significant stake in the outcome.	The group is accountable to government agencies, legislators, funders, or many or large stakeholder groups with strong expectations about the group's activities.
<b>Importance of input</b>	Outside stakeholders do not desire a significant role in providing input and the group does not need extensive input to produce an outcome.	Outside stakeholders have strong expectations of being informed about events, included in discussions, or invited to provide feedback, or the group is dependent on outside participation in order to produce a durable, supportable outcome.
<b>Nature of work products</b>	Work products are infrequent and informal, with loose deadlines, few contributors, and no far-reaching impacts.	Work is complex with frequent tight deadlines, large groups of outside contributors or outcomes that impact a large geographic area.
<b>Risks and benefits</b>	The group's outcome will have small, localized benefits, and there are few risks if the group is not successful.	The group's outcome could be a source of great public benefit or controversy. The work requires a significant time investment or could cost stakeholders or the public money.



## Summary: Step One

*In order to determine the appropriate collaborative governance framework for a group, the group needs to be clear about its purpose. By walking through the questions provided above and reviewing the sample purpose statements provided, the group will be able to craft a statement that fits the group.*

*The group's level of accountability to people inside and outside the group and the extent to which the group needs the input of others in order to reach its goals will determine how structured the group needs to be. In turn, the structure will shape the governance framework. Some factors that determine how structured a group should be and what sort of collaborative governance framework it needs are the size of the group, the complexity of relationships, to whom the group is accountable, from whom it needs input, how complex and time-sensitive the work products are, and how much risk or benefit the work presents. The group's level of structure will evolve as the group develops and its relationships deepen. As the structure of the group changes, the collaborative governance framework should evolve as well.*

## Step Two: Determining Entity Type

**To create its collaborative governance framework, a group will begin by choosing an entity type.**

By entity type we mean an organizational and sometimes legal structure that will define the group's power and formalize its obligations to others. Entity types range in formality from lightly structured (for example, a short-term committee or task force) to heavily structured (for example, a new intergovernmental agency formed by a partnership of local governments, or a newly-created nonprofit corporation). The type of entity a group chooses will vary depending on many factors, but it will depend largely on the group's purpose and the nature of the group's accountability to stakeholders outside the group.

This section offers descriptions of entity types that collaborative governance groups might adopt. It examines how structured the entity type is, the level of accountability the entity type is useful for, and what features of a collaborative governance group indicate that the entity type might be a good fit. Some groups may not see their type of group depicted exactly, or they may already have chosen or been assigned an entity type and may now be transitioning from one entity type to another. But, whatever the case, this discussion should help a group determine what entity type would help the group accomplish its purpose. And in turn, that entity type will create the basis for the group's collaborative governance framework and will help determine what the group will include in their governance documents.

Table 2 lists the entity types we will be discussing and groups them according to how much structure the entity type provides. Again, the amount of structure needed is generally commensurate with the extent of the group's accountability to others.

### Entity Types

**Table 2: Entity types**

#### Levels of Accountability and Structure

Low	Moderate	High
<ul style="list-style-type: none"> <li>■ Coalition</li> <li>■ Intergovernmental partnership</li> </ul>	<ul style="list-style-type: none"> <li>■ Standing committee or advisory group</li> </ul>	<ul style="list-style-type: none"> <li>■ Short-term committee or task force</li> <li>■ Nonprofit corporation</li> <li>■ Intergovernmental agency governed by Oregon Revised Statutes 190.010(5)</li> </ul>

Below we describe each of the entity types and suggest what types of groups might be a good fit for the entity type. Before this examination of individual entity types, we provide a diagnostic table (table 3) that will help a group identify which entity type would best meet the group's needs.

**Table 3: Identifying the best entity type for the group**

Entity Type	Group or Project Features
<b>Coalition</b>	The group consists of several participating organizations, generally of the same type (e.g., public assessors from multiple counties). No single organization can act alone to solve the problem or complete the project. The problem or issue is moderately or highly complex and may be political.
<b>Short-term committee or task force</b>	The group is informal. Relationship building is in the early stages. The issue is not overly complicated. The issue may not affect a large number of people. The project may be only beginning and information is limited about what structure the group may need as it evolves.
<b>Standing committee or advisory group</b>	The group may be a subset of people from a larger group or organization. Often it is a semi-permanent or permanent group. The group's powers and operations are prescribed by the group's founders or a policy board (for example, by a full board of directors, a city council, or a board of commissioners).
<b>Nonprofit corporation</b>	The group wishes to have nonprofit status under the law and wants to make public donations tax-exempt. The group wishes to protect board members from liability.
<b>Intergovernmental partnership</b>	The group is a unit of local government in Oregon (for example, special districts, school districts, cities, counties, state and federal government, and tribal organizations) and wishes to enter into a partnership with any other units of local government to jointly provide government services.
<b>Intergovernmental agency</b>	In Oregon, two or more public agencies can sign an intergovernmental agreement to form a new entity (a new public agency)—with all attendant powers and regulations—to accomplish a complex, long-term project that impacts multiple jurisdictions or to deliver a government service.

Entity types include the following:

## Coalition

Low accountability

Low structure

**About:** A coalition generally consists of individuals representing each of several participating organizations. A coalition may be temporary or established as permanent. A coalition may be referred to by other names, such as an alliance, affiliation, association, federation, or partnership. A group of nonprofit organizations with varied missions might form a coalition to focus on a community-wide problem. A group of professionals from a state or region might form a coalition to collaborate on issues relevant to their work.

**This entity type might be a good fit for the group if the following is true:** There are a variety of organizations or individuals that all have a stake or interest in the issue at hand and that want to join forces to share ideas and resources to address the issue.

## Short-term Committee or Task Force

Low accountability

Low structure

**About:** A short-term committee or task force is a temporary grouping of people who agree to meet, discuss an issue, and together recommend actions to get something done. Establishing a committee or a task force is a common way of addressing a community problem or implementing a one-time project. Such a group may have the following characteristics:

- It is self-formed or created by a committee sponsor or funder.
- It has a role in building relationships with stakeholders who will be impacted by the group's work.
- It is accountable for completing work by a deadline specified by someone outside the group.
- It receives its assignment verbally or informally in writing.
- It receives specific formal instructions and may have to comply with funder's rules and perhaps comply with open meeting laws (common in most states) if the group was formed by a government entity or is receiving outside funding.

If the group was not formed by a government entity or outside funder, it may be free to set its own rules and make decisions in a manner that group members believe is appropriate, and it may have no government-imposed rules to follow, forms to complete, or required reports. Participants in a short-term committee or task force may be representing their individual interests rather than the interests of an outside organization or group.

**This entity type might be a good fit for the group if the following is true:** The problem or issue to be addressed is uncomplicated and likely can be completed quickly.

## Standing Committee, Advisory Group

Moderate accountability

Moderate structure

**About:** A standing committee or advisory group usually consists of a subset of people from a larger group or organization. What makes a standing committee or advisory group different from a task force or a short-term committee is that it is usually semi-permanent or permanent and its operations are prescribed by the group’s founders or policy board, for example, by a board of directors, a city council, or a board of commissioners. Sometimes a standing committee or advisory group is governed by rules or guidelines created by the founders or a policy board. In one example, a nonprofit corporation may have a variety of standing committees: an executive committee, audit committee, nominating committee, or an investment committee. A local government may have a variety of advisory committees to address specific service areas such as public planning, parks and recreation, and public works.

**This entity type might be a good fit for the group if the following is true:** The group has long-term responsibilities for frequent or recurring projects or ongoing oversight of some aspect of an organization’s functions, and the group’s founder or a policy board will be deciding the rules under which the group will operate.

## Nonprofit Corporation

High accountability

High structure

**About:** A nonprofit corporation is a special type of corporation organized to meet specific tax-exempt purposes under state and federal law. (A nonprofit does not pay federal or state income taxes on money it makes from donations or activities it engages in.) Many nonprofits are formed to allow donors to qualify for state or federal tax deductions. To qualify for nonprofit status, the corporation must be formed for charitable, educational, religious, literary, or scientific purposes. Most states regulate nonprofits through state laws that prescribe a nonprofit’s form, function, and operation. In Oregon, the Secretary of State administers the provisions of Oregon Revised Statutes Chapter 65 governing nonprofit corporations. The Oregon Department of Justice also regulates nonprofit corporations.

Most states have an application process and fee for filing articles of incorporation. In Oregon, the Secretary of State’s office has an extensive website that can help groups through the process. If a group wants to provide a tax deduction for donors, the group must apply to the US Internal Revenue Service. The process is complex. A group may want to hire an attorney to help with the application. In Oregon, the *Oregon Nonprofit Corporation Handbook* by Cindy Cumfer and Kay Sohl is a helpful guide to forming and operating a nonprofit corporation.

**This entity type might be a good fit for the group if the following is true:** The group wants to create a legal entity with a governance framework that includes a broad-based board of directors, the group does not want to be taxed on revenues that exceed expenditures, or the group wants to provide a tax deduction to donors.

## Intergovernmental Partnership



High accountability



High structure

**About:** Oregon Revised Statutes 190.010 says that units of local government in Oregon (special districts, school districts, cities, counties, state and federal government, and tribal organizations) may create a working partnership of governments by entering into a written intergovernmental agreement (IGA) with any other units of local government for the performance of any or all activities that a public agency has the authority to perform. In one example, a city and county might agree that the city will maintain county roads within the city limits. In another example, a county and several cities might agree that the county will provide county library services in the cities. In another example, two cities and a county might agree to jointly operate a wastewater treatment facility. Any such IGA would guide how the services are delivered and how the group will periodically report back to leaders of the participating governments.

**This entity type might be a good fit for the group if the following is true:** There is a need to formalize a relationship between government agencies. Examples include when one agency is providing a service to another agency, when joint facilities are used or planned, or when staff are loaned or borrowed between agencies. Legal counsel is important when a group develops these complex intergovernmental relationships.

## Intergovernmental Agency



High accountability



High structure

**About:** Oregon Revised Statutes 190.010(5) allows creation of an intergovernmental agency—a new public agency created by several existing public agencies to take on a project or to deliver a service. The agencies enter into an agreement, hire a director (or assign one from an existing agency), and perform services. State law requires that an intergovernmental agency be governed by a board or commission appointed by, responsible to, and acting on behalf of the units of government that are members of the new agency. Intergovernmental agencies are public agencies and must follow most laws that other local governments must follow, including public records laws, open meetings laws, and competitive solicitation laws.

An intergovernmental agency under Oregon law has substantial powers, essentially the same powers as any local government in Oregon. However, powers are generally limited by the governments who form the new intergovernmental agency.

In one real-life example, multiple agencies joined together to create a new agency that delivers tourism services, and its board included representatives from a city, the county, the chamber of commerce, and other stakeholders in the tourism industry. Another example is the recent creation of a new agency to plan and implement the Salmonberry Trail, which will eventually be an eighty-six-mile trail through multiple cities, two counties, three port districts, and more than one special district. In this case, a board of directors was created and includes representatives of several nonprofit organizations and special interest groups who want to help make the trail a reality.

**This entity type might be a good fit for the group if the following is true:** None of the government partners is in a position to deliver a service alone, or the participating governments all agree that a new combined agency would be more efficient or cost effective than providing services separately. Creation of an intergovernmental agency is complex, requires extensive collaboration, and should not be undertaken without legal counsel.

## Questions to Ask about Entity Type

To determine what entity type best suits the features of the group or organization, explore the following questions:

1. Is the group involved in a short-term project, or will the work last for a long time?
2. Have the group's founders given the group a purpose and timeline for the project?
3. Is the group clear about its duties and powers?
4. Does the group want to raise money from the public and offer a tax exemption for the donations?
5. Will the group or project generate more income than expenses?
6. Are one or more government agencies involved and do they wish to cooperate in completing the project or addressing the problem?
7. Is the issue or undertaking so complicated that the government agencies need to go beyond a simple partnership and create a new government entity to address the issue?

## Summary: Step Two

*The group's entity type is an organizational and sometimes legal structure that may be lightly structured or formal. It will define the group's power and formalize its obligations to others. The entity type that a group chooses should reflect the group's purpose and level of accountability. Entity types covered in this manual include a short-term committee or task force, suitable for groups with uncomplicated, short-term tasks; a standing committee or advisory group, suitable for groups with moderate structure and moderate accountability; a coalition, suitable for groups that have multiple stakeholders who want to share ideas and resources on an issue that is moderately complex or political; a nonprofit corporation, suitable for groups that wish to be tax exempt and to accept donations to support their work; an intergovernmental partnership, suitable for multiple government bodies that want to collaborate on providing services; and an intergovernmental entity or agency for multiple government bodies that want to form a new agency to perform a service. The entity type the group selects creates the basis for the collaborative governance framework the group will devise.*



## Step Three: Creating a Collaborative Governance Framework

**As collaborative governance groups form and evolve, they increasingly need a clearly articulated organizational structure to advance their strategy and achieve their goals.** A collaborative governance framework is that organizational structure. The framework reflects the nature of the group's purpose, its accountability to others, and its entity type. The collaborative governance framework will have several components that guide the group's actions. Those components vary for different entity types. The framework will be articulated in governance documents. (We discuss governance documents in Step 4 of this guide.) A collaborative governance framework commonly addresses some or all of the following items:

- Ground rules
- Powers and duties
- Governing body design
- Decision-making process
- Member roles and responsibilities
- Committee design

Table 4 shows which framework components a given entity type typically uses. A description of each collaborative governance framework component follows table 4.

**Table 4. Collaborative governance framework components for entity types**

Entity Type	Typical Collaborative Governance Framework Components
<b>Short-term committee or task force</b>	Ground rules, governing body design, decision-making process
<b>Standing committee or advisory group</b>	Ground rules, governing body design, decision-making process, member roles and responsibilities
<b>Coalition</b>	Ground rules, governing body design, decision-making process, member roles and responsibilities, committee design
<b>Nonprofit corporation</b>	Powers and duties, governing body design, member roles and responsibilities, committee design, legal responsibilities
<b>Intergovernmental partnership</b>	Powers and duties, governing body design, decision-making process, member roles and responsibilities, committee design, legal responsibilities
<b>Intergovernmental agency</b>	Powers and duties, governing body design, decision-making process, member roles and responsibilities, committee design, legal responsibilities

## Ground Rules

**Description:** Ground rules establish expected behaviors for the group and help encourage a group to collaborate effectively during meetings. They also clarify participants' responsibilities for group work outside of meetings, and remove confusion about how information will be introduced into discussions and how decisions will be made.

**How to develop:** Ground rules should be developed in a group process in which all members have an opportunity to suggest rules and all members agree on any rules that are adopted. Rules should be as specific as possible and should describe actual behaviors not just desired outcomes. Sample ground rules are available in appendix A.

Questions to explore when developing ground rules include the following:

1. What behaviors do group members need to display or avoid to create an open and fair environment for everyone to discuss controversial issues and present opposing views without feeling disregarded or attacked?

2. What does it mean to treat each other with respect? Do group members have a shared understanding of what constitutes respectful behavior?
3. How will individual and group behaviors be managed in ways that allow people of all backgrounds and communication styles to participate equally?
4. What behaviors support good listening and active participation?
5. How will the group define its consensus-based decision-making process? For example, must all decision makers be in agreement?
6. How will the group handle input that is off-topic or outside the scope of the group's work?
7. What are the group's expectations for timeliness and attendance? Will substitute attendees be allowed?
8. How will work that's done outside of meetings be shared and assigned? How will deadlines be managed?
9. How will scientific information or data be incorporated into the group's work?
10. How will information discussed in the group be treated outside of meetings? Is confidentiality expected?
11. How will outside inquiries (for example, media contacts) be handled? Are the meetings open to the public?
12. How will the group enforce the ground rules? Will the rules be reviewed periodically for relevance and effectiveness?

## Powers and Duties

**Description:** The group's powers and duties delineate what the group is accountable to others to accomplish and what the group is allowed or empowered to do. A group's powers may be delegated through local, state, or federal authority. Or a group may be informal and only have the power to come together and conduct affairs in an appropriate and legal manner. Groups created by governments can have many duties along a continuum that may include giving advice, delivering services to the public, setting rules, and regulating activities, or levying and collecting fees and taxes. In some cases, state law may limit the powers possible. In other cases, the agreement between the parties may limit what the group can do. Sample language related to powers and duties is available in appendix B.

**How to develop:** Group powers and duties should be identified in a group process in which all members have an opportunity to contribute their knowledge about what's expected of the group. The group should reach agreement in its understanding of its powers and duties and should provide an avenue for participants to leave the group if they do not wish to assume the powers and duties. Powers and duties should be reviewed and approved by any authorities who have assembled the

group and assigned its work. Descriptions of powers and duties should be as specific as possible and should describe actual behaviors as well as desired outcomes.

Questions to explore when identifying the group's powers and duties include the following:

1. What is the group's purpose, and who gives the group the authority to fulfill its purpose?
2. Are there any state laws that delineate the group's powers and duties? For example, Oregon Revised Statutes 65 outlines how nonprofit organizations are formed in Oregon, what powers they have, and how they operate. In another example, a group may have been created by legislation to complete a short-term task, and the nature of the group's power may be specified in the legislation.
3. What documents or written communications clarify what the group is expected to do and allowed to do? Note: if someone who authorizes the group's work has provided a written charter or any written descriptions or instructions for expected work products, those documents should be shared with all group members and should be integrated into the group's powers and duties.

## Governing Body Design

**Description:** A governing body is a group of people who direct the affairs of the entity or organization, formulate policy, and generally make up the rules for how the group will conduct its business. Sample language related to governing bodies is available in appendix C.

The governing body is most commonly referred to as a board of directors, policy board, and sometimes as a commission. Some collaborative governance groups may use titles for officers of the governing body, such as chair, vice-chair, secretary, and treasurer. Others may use president and vice-president. Some groups may use the term convener for the lead member of their governing body or board (or co-conveners if there are two or more leaders).

**How to develop:** There are several factors a group will want to consider as it determines the composition and work of its governing body. We will discuss each of these factors in turn. They include the following:

- Composition of the governing body
- Roles and responsibilities of governing body members, steering committees, and executive directors
- Term of office for governing body members
- Procedures for governing body meetings

## Composition of the governing body

Often the first governing body of a collaborative governance group is composed of the people who founded the group. They usually have a known interest in the project or represent stakeholders who the group wants or needs to involve in their work. It is helpful if governing body members have direct knowledge of the group's purpose, represent the needs of the people the collaborative governance group will serve, have the time to serve, and accept and follow through on work assignments. Having governing body members who are known to collaborate and value collaboration is important.

A governing body should have enough members to get the work done without over-burdening individual members; however, the group should not be so large that it has difficulty making decisions. Some experts suggest that a typical governing body should have at least eight members and no more than fourteen members.<sup>2</sup>

The Nonprofit Association of Oregon explains that a group may do the following:

*“Specify the exact number of directors, which is called a fixed number (for example, ‘The number of directors shall be five.’) Alternatively..., this section [of bylaws] can set a variable number of directors. One reason for a variable number is to allow the board to expand or contract within the limits you set without going through the procedure to amend the bylaws. Many organizations like the variable number provision because of the flexibility it gives them.”<sup>3</sup>*

The way in which appointments are made to a governing body can vary greatly. For a lot of nonprofits, for example, when a vacancy occurs, the governing body's nominating committee brings names and resumés forward and makes a recommendation. The governing body then votes to accept or reject the new members. These procedures are usually determined by the group and formalized in collaborative governance documents. In other situations, the initial founders of the entity decide who should be part of the governing body.

In addition to the governing body, some collaborative governance groups may choose to have an executive committee or steering committee. Such a committee is a subset of the governing body and is generally used to make delegated decisions between meetings of the governing body. The group may or may not need an executive committee; it depends on the nature and urgency of the group's decision making, whether decisions may need to happen between meetings of the full governing body, and whether the governing body is comfortable and authorized to delegate some of its decision making. The governing body should document the roles, responsibilities, and authority of the executive committee or steering committee in writing.

Collaborative governance groups, particularly nonprofits, also sometimes have a chief executive (also called an executive director, director, manager, or coordinator). This chief executive works in tandem

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<sup>2</sup> Sumption & Wyland (2012). “What Is the Right Size for Your Nonprofit's Board?” (para. 6) <http://www.sumptionandwyland.com>.

<sup>3</sup> Cumfer, C. and Sohl, K. (2012) *Oregon Nonprofit Handbook*, Nonprofit Publications, LLC. p.53.

with the governing body, but is not a member of the governing body. Ultimately, the governing body has all the authority and determines how much responsibility and authority to delegate to the chief executive.

### **Roles and responsibilities of governing body members, steering committees, and chief executives**

It is wise to clearly decide on the roles and responsibilities of all the parties involved with governance. Think of it as a job description for each of the officers, a general one for a board member and a more specific one for the executive director.

### **Term of office for governing body members**

Some groups use two-year appointments for their governing body members. Others use three- and four-year appointments. If the governing body is composed of elected officials, their term on the governing body may coincide with their term in elected office. Or, if the governing body members were appointed by an outside authority like the governor or the legislature, the term of office may be set by those who made the appointments.

Other considerations regarding term of office are how and under what circumstances the group may remove a member of the governing board if necessary, and how it will fill positions in the event of resignations or removals. Usually such procedures are described in the collaborative governance documents of the organization.

### **Procedures for governing body meetings**

The collaborative governance framework should also establish the procedures for meetings of the governing body. Frequency of meetings should be determined, as well as who can call the meetings, and how meetings will be conducted and documented. It may be as simple as saying that meetings will be held on the second Thursday of each month, as called by the chair, beginning at 7:30 pm. Or, it can be as complicated as the Oregon laws and guidelines that address open meetings of city, county, and state governments.<sup>4</sup>

### **Questions to explore when building a governing body**

If the composition, terms, and procedures of the governing body are not dictated by an outside authority, the collaborative governance group should establish these aspects of the collaborative governance framework as a group and reach agreement on the framework. Questions to explore when establishing the group's governing body include the following:

1. Do any laws, administrative rules, or other outside guidelines prescribe the composition or

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<sup>4</sup> For information about Oregon's open meetings laws, see the "Oregon Attorney General's Public Records and Meetings Manual 2014" at [http://www.doj.state.or.us/public\\_records/manual/pages/index.aspx](http://www.doj.state.or.us/public_records/manual/pages/index.aspx).

activities of the governing body? If so, what are they and how should they shape the collaborative governance group's decisions about the governing body?

2. How will the group select members of its governing body? Whom does the group need to involve in its work? What special value will they add? Do they provide a balanced representation of the stakeholders interested in the project? Will the group's board members have a collaborative attitude?
3. How many members will the governing body have?
4. How long will members serve on the governing body? (That is, what is the term of office?)
5. What titles will the members of the governing body have (for example, president, vice-president, secretary, treasurer, chairperson, vice-chair, or convener)?
6. How will the group handle resignation or removal of members of the governing body?
7. When and how often will the governing body meet? Who can call a meeting of the governing body?
8. How will governing body meetings be conducted? Who will lead or facilitate the meetings? Who else may attend or observe? How will meetings be documented?
9. Will an executive committee or steering committee be used to address issues between meetings of the governing body? How will members of that committee be selected, what will their roles be, and what procedures will they follow?

## Decision-making process

**Description:** Procedures for how a collaborative governance group makes decisions is a common part of a governance framework. The governance framework also determines how many members of a governing body must be present for a decision to be made. (This minimum number of people needed for decision making is called a quorum.)

One traditional way of making decisions is majority rule, where each person has one vote and the majority prevails. However, we recommend a collaborative decision-making process in which the collaborative governance group reaches a decision by consensus and, if necessary, uses a secondary decision-making process (for example majority rule) if consensus cannot be achieved. Regardless of how the group approaches consensus-based decision making, everyone on the governing body should agree with the approach.

**How to develop.** Sample language for decision-making processes is included in appendix D. Questions to explore when establishing the group's decision-making process include the following:

1. Has the group used any sort of consensus decision-making process so far? If it has been working well, the group may wish to continue with it.
2. If the group has not been using a consensus-based approach, how committed are group

members to working collaboratively and seeking consensus? Everyone needs to be committed to working together if consensus-seeking is to be effective.

## Committees

**Description:** Often the collaborative governance framework will include a committee structure to achieve the purposes of the group. Just as often, the group begins without a formal committee structure, and, after a few years of operation, the group decides that committees are needed to get work done efficiently. The number and types of committees will depend on what the group needs to accomplish. Many nonprofits, for example, use some or all of the following committees: executive committee, audit committee, marketing committee, finance committee, and development committee. The governing body may also have authority to form special committees to accomplish short-term tasks or projects. The governance framework should also establish the powers of the committees and how they are accountable to the main governing body. Sample language about committees is available in appendix E.

**How to develop:** Each committee should have a written framework that does the following:

- Includes a purpose statement for the committee
- Describes the deliverables for the group
- Specifies the size of the committee and the quorum requirements
- Outlines the process for appointing people or groups to the committee
- Sets a term of office for committee members
- Provides operating policies for the committee as appropriate
- Includes deadlines for work if applicable

Questions to explore when establishing committees and formalizing their roles, powers, and accountability to the governing body include the following:

1. Will the decision-making process used by the governing body be passed on to committees?
2. If the governing body's workload is heavy, how best can it be distributed among committees to balance the load?
3. How can the expertise of collaborative governance group members be matched to the most appropriate committee work? The function of a given committee may be built around the available expertise in the larger group.
4. How will committee meetings be documented to ensure that work will be reported effectively to the governing body or larger group?
5. How will the committees interact with each other?



## Summary: Step Three

*The group's collaborative governance framework will be based on group purpose and accountability and will address some or all of the following: ground rules, powers and duties, governing body design, decision-making process, member roles and responsibilities, committee design, and legal responsibilities. Decisions about the collaborative governance framework should be made jointly by the group or the governing body or the people who founded the group. Once the framework is decided on, it is time to create governance documents to track decisions and provide a guide for group actions.*

## Step Four: Creating Governance Documents

**Governance documents may take a variety of forms and names.** We describe the most common below. All of these documents are vehicles for formalizing and recording the collaborative governance framework the group has devised. We recommend that all governance documents be developed with input and approval from the people who formed the collaborative governance group or the governing body. Common governance documents include the following:

- Motion, order, resolution
- Memorandum of understanding or memorandum of agreement
- Intergovernmental agreement
- Bylaws

Any entity type might use any of these document types depending on how the group has structured their governance framework. However, a short-term committee or task force (a low-structure group) would not likely use an intergovernmental agreement, memorandum of understanding, or memorandum of agreement.

### Motion, order, resolution

**Description:** Motions, orders, and resolutions are similar. A governing body can establish an advisory committee (or any other sort of group to assist them) in a variety of ways. The simplest way is through a motion passed by the governing body. The motion is presented in a meeting of the governing body. A procedure for adopting the motion might be based on parliamentary procedure, consensus seeking, or a simple majority vote. (We recommend consensus-seeking.) If the motion is adopted, it would be documented and would include a statement describing the committee's governance framework as an attachment, so that the action being taken is clear to everyone.

An order or resolution is usually used by a government policy board like a city council, board of county commissioners, or a school board. Like a motion, these actions would be raised at a meeting, discussed, and agreed upon. The order or resolution would be documented in writing, perhaps more formally than a motion would be. If the group is working with one of these groups, it would be best to obtain a sample of their standard format for an order or resolution and to use that format for documenting the decision.

Sample Language: In a meeting, a motion to establish an advisory committee, for example, might be presented something like this: “I move to establish an advisory committee as described in the governance framework for the committee as described in attachment x.” The attached governance framework document would describe other decisions the group has made about its governance framework as described in Step 3 of this guide.

### Memorandum of understanding or memorandum of agreement

**Description:** A memorandum of understanding and memorandum of agreement are similar and the names are often used interchangeably. The memorandum of understanding or memorandum of agreement is a step up in formality from a motion, order, or resolution, but it is less formal than a legal agreement or contract.<sup>5</sup> It is a written agreement that thoroughly outlines the collaborative governance framework of a collaborative governance group. The group may choose the formality of a memorandum of understanding or memorandum of agreement over a motion, order, or resolution for a number of reasons: legal counsel may request a more formal agreement; the group may be involved with a coalition of different groups and the various groups may request more formality; or the task or project may require more formality because of the level of accountability the group has to others, the complexity of the issues, or the significance of the impact the group’s work will have.

**Sample language:** In addition to specifying any agreement of the parties, the memorandum of understanding or memorandum of agreement will address components of the collaborative governance framework discussed in Step 3 of this guide. Sample memoranda of understanding are available in appendix F and appendix G.

### Intergovernmental agreement

**Description:** An intergovernmental agreement is an agreement or contract between units of government; for example, an agreement between a city and a county, two cities, or a state agency and a city. Education service districts and school districts can also use intergovernmental agreements. The first draft of an intergovernmental agreement is usually prepared by the legal counsel of one of the government agencies, and then it is negotiated with the legal counsels from the other agencies involved in the agreement until a final version is complete and can be presented to the governing body of the government agency. The intergovernmental agreement thoroughly describes the project, outlines the collaborative governance framework, and includes other legal language, such as boilerplate clauses typical for a local government agreement.

**Sample language:** Sample intergovernmental agreements are available in appendix H and appendix I. The intergovernmental agreements will detail components of the governance framework discussed in Step 3 of this guide.

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<sup>5</sup> Some attorneys would argue that a memorandum of understanding or memorandum of agreement is a legal agreement.

## Bylaws

**Description:** The bylaws of a nonprofit organization or collaborative governance group function like many of the other collaborative governance framework documents described above; however, they are more detailed. Think of them as the detailed operating manual for a collaborative governance group. For example, the bylaws would not only describe the officers of the committee, whether there will be a chair, vice-chair, and secretary, but also provide detailed descriptions of the powers and duties of the officers and even the members.

**Sample language:** Bylaws are generally detailed and may address most of the governance framework components discussed in Step 3 of this guide. A sample of simple bylaws for a nonprofit are available in appendix J and a sample of bylaws for an intergovernmental agency are available in appendix K. The samples should help the group develop bylaws to best fit the group regardless of entity type.

## Summary: Step Four

*A collaborative governance group's governance documents may take a variety of forms. They may include a motion, order, resolution, memorandum of understanding or memorandum of agreement, intergovernmental agreement, and bylaws. All of these documents are vehicles for formalizing and recording the collaborative governance framework the group has devised. Creation of governance documents is critical for effective functioning of the group. Because groups evolve, it is important for a group to revisit and update its collaborative governance framework and governance documents regularly to reflect the current relationships and goals of the group.*

## Step Five: Adapting the Framework as the Group Evolves

**It is not unusual for a collaborative governance group to change aspects of its governance framework after the start-up phase or after a couple of years of operation.** Collaborative governance is a developmental, operational, and often legal process. During a start-up or entrepreneurial period, the structures needed may be simpler, more flexible, or less defined than what is needed as a group or organization further develops its purpose and structure.

If the group is short-term, the decision to transition the group into a more permanent arrangement may arise at some point. The reasons for the transition may come from inside the group, or a change may be pre-arranged to occur within a certain timeframe, or could be suggested by a founder or sponsor originally involved in forming the short-term group. The natural maturity of the group often leads to a change; that is, the group's mission and vision for the future become clear and the group sees a need for a long-term role to achieve its purpose.

When drafting collaborative governance documents, the group may wish to signal a future change by using language like the following:

Evolution of Governance Structure. The parties recognize that the governance structure and the roles of the partners are expected to evolve over time as the needs of the group change from the present concept stage to more detailed planning, implementation, and operational stages. As the governance and partnership structure evolve, the parties will need to determine how to reach additional collaborative agreements on overall project priorities and management functions.

In Step 3 of this guide we described the basic components of a collaborative governance framework. As the group considers each of the components, think about how each has evolved over time and how they could be changed to fit new circumstances. Consider these questions:

1. Has the group's purpose changed as the group has gained more experience? Does the purpose statement need to be rewritten? Have the group's founders given the group new instructions?
2. Is there a need to change the entity type? Is the time right to begin soliciting tax-exempt donations from community members to support the group's cause? Are one or more governments now involved, and do they want to change the entity type to an intergovernmental group rather than a committee?

3. Have group dynamics changed in ways that suggest some changes in basic ground rules are needed?
4. If the entity type has changed, have the powers and duties of the group also changed?
5. Does the group have the right people on its governing body (or board) to achieve its goals? It is common that membership on the governing board may need adjustments as the group evolves. Perhaps the group wants to add representation from a new nonprofit on its governing board to create more balanced representation or harness additional resources. It is also common to consider changing the size of the board if a large group has been unwieldy or a small group has been insufficient to handle the volume of work.
6. Has the group sometimes had significant difficulty reaching total consensus? If so, does the group want to add a secondary decision process, such as majority rule (one person, one vote) for times when consensus simply can't be achieved?
7. As the group gains more experience, it is not uncommon for roles and responsibilities of board members or officers to change. Does the language in the group's collaborative governance documents reflect any changes?
8. The number and type of committees the group uses are very likely to change over time. How are the current committees working? Is the governance framework for committees working well? Does the board have control over what the committees are doing, or do they need additional guidance?

## Summary: Step Five

*Collaborative governance groups take shape over time. It is important to evaluate the collaborative governance framework and governance documents periodically to ensure that they still provide useful guidance for the group's strategy and day-to-day activities.*

## Conclusion

**By bringing together cross-sector stakeholders for consensus-based decision making, collaborative governance groups have an opportunity to positively shape public policy, government services, and community success.** Group composition and purpose vary widely, but for all groups, effectiveness depends on a sound foundation. By clearly understanding their group's purpose and accountability to others, collaborative governance groups can assess the nature of their work and relationships and identify the most effective entity type and collaborative governance framework to drive their strategic goals. Formalizing the collaborative governance framework in governance documents ensures that groups stay on track and have a basis for revisiting group decisions when groups evolve and mature. This guide provides a fundamental toolkit for building that sound foundation so that groups—formal and informal—can make decisions that are lasting, broadly supported, and beneficial for society.

## Appendix A: Sample Ground Rules

**Ground Rules.**<sup>6</sup> Good Faith and Process—All members agree to act in good faith in all aspects of the collaborative effort. In so doing, members will consider the input and viewpoint of other participants and conduct themselves in a manner that promotes joint problem solving and collaboration.

Acting in good faith also requires the following:

- Specific information or proposals shared in open and frank problem-solving conversations will not be used against any other member in the future.
- Personal attacks and prejudiced statements will not be tolerated.
- Individuals will not represent their personal or organization's views as views of the group.
- Individuals will express consistent views and opinions in the group's meetings and in other forums, including during contacts with the press.
- Individuals with process concerns will raise them in the group and not via the press or other public forums.

Committee members will strive to employ the following process suggestions:

- Seek to learn from each other's perspectives.
- Encourage respectful, candid, and constructive discussions.
- Seek to develop respect for differences of perspective or opinion.
- As appropriate, discuss topics as a full group.
- Make every effort to avoid surprises.

**Agendas.** Proposed meeting agendas will be drafted by the facilitation team in consultation with the convener and staff as appropriate. The agenda will be circulated before meetings and approved or revised at the beginning of each meeting.

**Process Suggestions and Meeting Ground Rules.** Committee members agree to apply the following ground rules during meetings:

- Focus on the task at hand.
- Allow for a balance of speaking time—respect time limits and the facilitator's direction.
- Listen with respect.
- Keep side conversations to a minimum.
- Speak one at a time.

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<sup>6</sup> An example of ground rules used by the Oregon Consensus program at the National Policy Consensus Center, Portland State University.



## Appendix B: Sample Language about Powers and Duties

### **Nonprofit Association of Oregon (NAO) template language related to powers and duties of a nonprofit.**

(NAO suggests the language be included in a nonprofit's purpose paragraph). This corporation shall be organized and operated exclusively for charitable, scientific, literary, religious, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions).

**Draft for an intergovernmental agreement creating a new intergovernmental agency.** General Powers and Duties. The commission shall have all powers and duties provided under ORS 190.003 to 190.110 that are necessary and incidental to the purposes of this agreement, including (i) adopting such rules and internal management policies as it deems necessary in furtherance of the purposes of this agreement; (ii) providing for such agents and employees as it deems necessary; (iii) contracting for the acquisition of goods and services; and (iv) acquiring and holding tangible and intangible assets as needed for the project(s), including interests in real property.

**The duties and powers of the City of Redmond Juniper Golf Committee.** Monitor the administration of the city's management agreement with the contract operator at the Juniper Golf Course; review and approve the operator's annual fiscal year budget and operating plan; review monthly financial reports; review course fee structure; provide an annual report to the city council; and perform additional duties and functions as may be required from time to time by specific action and direction of the city council.

**The City of Beaverton Bicycle Advisory Committee.** Promotes bicycle use in and around the city of Beaverton; the committee provides city staff with public review of proposed projects as they may affect bicycle circulation, access, and general use; and the committee evaluates the existing bikeway system and recommends development priorities for the Bikeway Capital Improvement Program.

**Limitations language relating to powers and duties from an intergovernmental agreement of the Oregon State Association of County Assessors (SOATC).** It is not the intent of SOATC to compromise or limit in any way the chartered authorities, directives, regulations or legal obligations of coalition members. There shall be no obligation or requirement for participation in any single project or activity by any of the members. The autonomous and discretionary decision-making authority of the member assessors shall be retained by these assessors. In addition, the creation of the SOATC in no way affects a county's membership or assessor's membership or participation in the Oregon State Association of County Assessors.

## Appendix C: Sample Language about Governing Bodies

### Size of Governing Body

**Nonprofit Association of Oregon.** Suggested bylaws language for a variable board size: “The number of directors may vary between a minimum of three and a maximum of fifteen.”

**Colorado Education Initiative bylaws.** Section 2. Number, Qualifications and Tenure. The board of trustees shall consist of not less than five or more than twenty-five directors, each of which shall be known as a “trustee” or as “trustees.” The number of trustees may be fixed or changed from time to time within the range by the board of trustees. The trustees shall be natural persons at least eighteen years of age or older. The trustees need not be residents of Colorado. The commissioner of education will serve as a non-voting member of the board.

**A joint powers agreement between a county and two cities in Minnesota to form a joint powers board.** Section IV. Organization. (A) Membership. The board shall consist of nine members with three representatives appointed by each unit of government. In addition, each unit of government shall each appoint at least one citizen member.

**Oregon Coast Regional STEM Revised Hub Partnership Plan.** The Oregon Coast Regional STEM Hub will convene a steering committee to provide policy direction, leadership, and oversight advice to the backbone personnel. This committee will consist of approximately fifteen individuals representing K–12 education, higher education, industry/business, government, and nonprofit organizations. Since the STEM Hub covers a geographically dispersed area, every effort will be made to obtain representation from all areas along the coast (north, central, and south). Members present at the initial meeting will select a steering committee chair. The chair will convene a minimum of four board meetings per year. Members will serve renewable one-year terms.

### Appointment of a Governing Body

#### **Draft Language from National Policy Consensus Center for an intergovernmental agreement.**

Governing Body. The governing body of the commission shall be a board of directors consisting of [number] members, as follows:

- a. One representative each from government agency [name]; government agency [name]; [and so on]; Tribe [name], Tribe [name]; [and so on]; and,
- b. One representative from each of the following private and nonprofit organizations: nonprofit [name]; nonprofit [name]; [and so on]; private organization [name]; private organization [name]; [and so on]; and
- c. Two representatives of the general public.

Each organization shall appoint its member of the board of directors and the member shall serve at the pleasure of the respective appointing body. Each party agrees to authorize and delegate to its designated representative the authority to carry out the powers and duties of the commission under this agreement. The two representatives from the general public shall be appointed by the board of directors after advertising the availability of the positions in broadcast and print media.

**Colorado Education Initiative Bylaws.** Section 4. Election. If a vacancy occurs on the board of trustees or the members of the board resolve to add additional persons to the board of trustees, the trustees may fill such vacancy or elect such additional members by a vote of a majority of the trustees. If there are no remaining trustees, the CEO shall appoint a natural person to fill such vacancy. Any successor trustee elected or appointed pursuant to this section shall have the same rights, duties, and obligations as any other member of the board of trustees.”

### **Term of Office of Governing Body Members**

**Colorado Education Initiative Bylaws.** Section 3. Terms. Trustees shall be elected by an affirmative vote of the majority of existing trustees. Each trustee shall serve for a three-year term, and no trustee shall serve more than three consecutive three-year terms, with the exception of the Commissioner of Education. The terms of the directors shall be staggered.

**Nonprofit Association of Oregon, model bylaws.** The term of office for directors shall be two years. A director may be reelected without limitation on the number of terms she or he may serve. The board shall elect its own members, except that a director shall not vote on that member’s own position.

**Draft for an intergovernmental agreement creating a new intergovernmental agency.** Each organization shall appoint its member of the board of directors and the member shall serve at the pleasure of the respective appointing body.

### **Resignations and Removal of Governing Body Members**

#### **Bylaws language from the Colorado Education Initiative**

Section 5. Resignation. Any trustee may resign at any time by giving written notice to the board of trustees or to the CEO. Such resignation shall be effective when the notice is received by the board of trustees or the CEO, unless the notice states a later effective date. The acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. Any trustee may be removed with or without cause at any time by the affirmative vote of at least two-thirds of all trustees in office. The removal shall be effective when the notice is received by both the trustee to be removed and the corporation unless the notice states a later effective date.

### **Board Member Roles and Responsibilities**

Carter McNamara of Authenticity Consulting provides a useful description of typical duties and responsibilities for board members and officers.<sup>7</sup>

#### **Title: Board Member**

**Term:** Three years

**Responsible to:** Board of Directors (board chair facilitates board activities)

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<sup>7</sup> McNamara, C. (2010). Adapted from *Field Guide to Developing, Operating and Restoring Your Nonprofit Board* (Authenticity Consulting, LLC). Free Management Library, hosted by Authenticity Consulting, LLC, <https://managementhelp.org/boards/index.htm>. Used with permission.

**General Responsibilities** with other board members, together as a body

1. Overall governance of agency by establishing and monitoring policies and programs and supporting development and effectiveness of board of directors.
2. Establish strategic purpose and direction for agency by participating in regular strategic planning and monitoring performance toward plan's results.
3. Supervision of chief executive by hiring chief executive and monitoring performance toward chief executive's general responsibilities and yearly objectives.
4. Fundraising by fundraising planning and participation to secure necessary resources to support operations, programs, and services.
5. Represent agency and its programs and services to stakeholders, including community, funders, and clients.
6. Ensure financial health of agency through conformance to up-to-date fiscal policies and procedures and through ongoing analysis of financial reports.
7. Ensure effective performance of agency's programs through ongoing program planning and evaluation.
8. Ensure conformance to federal, state, local and agency policies and procedures.

**Specific Duties:**

1. Is a member of the board.
2. Builds collegial working relationship that contributes to consensus.
3. Contributes financially to the nonprofit.
4. Regularly attends board meetings and important related meetings.
5. Makes serious commitment to participate actively in board and committee work.
6. Volunteers for and willingly accepts assignments and completes them thoroughly and on time.
7. Stays informed about board policies and committee matters, prepares well for meetings, and reviews and comments on minutes and reports.

**Title: Board Chair****Term:** One year**Responsible to:** Board of Directors**Specific Duties:** (in addition to “Sample Job Description for Board Member”)

1. Chairs the meetings of the board according to an appropriate agenda, usually developed in conjunction with the chief executive.
2. Ensures the board takes a leading role in strategic planning.
3. Ensures ongoing financial planning and financial reports occur as the board needs.
4. Along with other board members, plays a leading role in fundraising activities.
5. Appoints the chairpersons of committees, in consultation with other board members.
6. Serves ex officio as a member of committees and attends their meetings when invited.
7. Leads discussions with the chief executive regarding any issues of concern to the board.
8. Leads regular, formal evaluation of the performance of the chief executive as designed and guided by the personnel committee.
9. Discusses issues confronting the organization with the chief executive, and shares recommendations with the board.
10. Helps guide and mediate board actions with respect to organizational priorities and governance concerns.
11. Performs other responsibilities assigned by the Board.

Note that the board chair works for the entire board; that is, for all board members as a body, not the other way around.

Also, the chief executive works for the entire board, not for the board chair.

**Title: Vice Chair****Term:** One year**Responsible to:** Coordinates with board chair; is responsible to entire board**Specific Duties:** (in addition to “Sample Job Description for Board Member”)

1. Serves as successor to the chair position.
2. Performs chair responsibilities when the chair cannot be available.
3. Works closely with the chair, chief executive and other staff.
4. Participates closely with the chair to develop and implement officer transition plans.
5. Performs other responsibilities as assigned by the board.

Note that it’s often useful that the vice chair is chair of the programs committee, which can be really helpful to further educate the vice chair about the various programs and services of the organization; thus, further preparing the vice chair for the role of board chair.

**Title: Committee Chair****Term:** One year**Responsible to:** Coordinates with board chair; is responsible to entire board**Specific Duties:** (in addition to “Sample Job Description for Board Member”)

1. Ensures their committee has clear charge that is consistent with goals and preferences of board and is fully understood by each committee member.
2. Assigns work to the committee members, sets the committee agenda, facilitates the committee meetings, and ensures distribution of meeting minutes to full board.
3. Ensures committee members have the resources and information needed to do their jobs as committee members.
4. Works closely with the board chair, chief executive and other staff as agreed to by the board and chief executive.
5. Sets the tone for committee work that is purposeful, complete and timely.
6. Reports to the full board on committee’s recommendations to the full board.
7. Initiates and leads the committee’s annual evaluation.

**Title: Secretary****Term:** One year**Responsible to:** Coordinates with board chair; is responsible to entire board**Specific Duties:** (in addition to “Sample Job Description for Board Member”)

1. Maintains all major documents and records of the board and ensures their effective management, retention and protection.
2. Is sufficiently familiar with major documents and records, for example, articles of incorporation, bylaws, board policies, board resolutions, etc. Notes applicability of documents during meetings, when needed.
3. Develops, manages and distributes written meeting minutes of board meetings.
4. Ensures collection of meeting minutes from committee meetings.
5. Ensures review and approval of all meeting minutes.

**Title: Treasurer****Term:** One year**Responsible to:** Coordinates with board chair; is responsible to entire board**Specific Duties:** (in addition to “Sample Job Description for Board Member”)

1. Oversees the management of the finances of the organization as approved and reviewed by the board usually via board-approved fiscal policies and procedures.
2. Serves as chair of the finance committee.
3. With the chief executive, administrates fiscal matters of the organization, as needed.
4. Provides annual budget to the board for members' approval (often develops the budget with the chief executive and staff).
5. Responds to annual audit and also ensures audit issues and recommendations are fully addressed.
6. Ensures development and board review of financial policies and procedures.
7. Ensures financial policies and procedures are adhered to by board and staff.
8. Ensures board members are trained to understand, analyze and make decisions based on financial information.

## Powers of Executive Committees

**Sample of broad authority. Sample bylaws from the Minnesota Council on Nonprofits.** Section 2—Executive Committee. The four officers serve as the members of the executive committee. Except for the power to amend the articles of incorporation and bylaws, the executive committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

**Sample of narrow authority.** Executive Committee. An executive committee shall have only the following powers: To serve as a sounding board for the executive director on issues, problems, and possible new board initiatives; to work with the executive director on setting the agenda for future meetings; to preview agenda items presented by the executive director and provide input into the presentation.

## Role of Executive Director vs. Board of Directors

**Executive Director.** The executive director shall be the chief executive officer of the organization and shall, subject to delegation by the board of directors, have general supervision, direction, and control of the business of the organization including sole supervision of employees. The executive director shall have the general powers and duties of management usually vested in the office of a general manager of an organization, and shall have such other powers and duties as may be prescribed to the executive director by the board of directors, by the bylaws, or by the employment agreement with the executive director.

The website of the Cullinane Law Group<sup>8</sup> provides the following summary of the different roles of the board and director of a nonprofit:

**Role of the Board of Directors.** In general terms, the board of directors provides oversight and guidance to the executive director and the nonprofit's other staff members. The board ensures that the organization stays aligned with its mission and values in addition to complying with all federal and state laws. Specifically, the board of directors has oversight over the following areas:

- **Legal Oversight.** The board ensures that it is operating in accordance with its mission and the purpose for which it was granted tax-exempt status. As safeguards of the public trust, board members are responsible for protecting the organization's assets. The board ensures legal and ethical integrity and maintains accountability.
- **Management Oversight.** The board is responsible for ensuring that the nonprofit corporation is being run well. The board selects the executive director and decides his/her role. The board supports the executive director and assesses his/her performance. The board has the power to hire and remove the executive director.
- **Financial Oversight.** The board provides proper financial oversight, including setting and approving an annual budget. The board ensures there are financial resources. Many board members are involved in making sure the nonprofit has the money it needs. This may include making personal donations, organizing fundraising events, or other fundraising activities.
- **Program Oversight.** The board ensures that programs are in place to further the mission and goals of the organization.

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<sup>8</sup> Reprinted with permission from Cullinane Law Group, June 26, 2014, by Mollie Cullinane. [Blog post]. <http://cullinanelaw.com/nonprofit-board-vs-executive-director/>.



**Role of the Executive Director.** While the board's role is to oversee, many times the board will hire a key staff person to execute those policies, programs, and initiatives. This person is often called the executive director. The executive director is more involved than the board in the day-to-day operations of the organization.

- **Staff Management.** The executive director hires, supervises, and motivates the staff of the nonprofit.
- **Development and Management of Policies and Programs.** The executive director works with the staff to develop policies to guide the organization and programs to fulfill its charitable purpose.

**Staff Liaison to the Board of Directors.** The executive director must also keep the board informed of what the organization is doing. The executive director attends board meetings and maintains open lines of communication with the board of directors.

**Shared Responsibilities.** A nonprofit's board of directors and executive director should also work together on broader projects that are important to the well-being of the organization:

**Strategic Plan.** The board and executive director work together to create a strategic plan to guide the organization.

**Fundraising Plan.** The board and executive director develop a fundraising plan to ensure that the organization has the resources needed to fulfill the strategic plan.

**Evaluation of the Organization.** The board and executive director implement periodic evaluations of the organization to ensure that the nonprofit remains true to its mission and is effective.

## Appendix D: Sample Language about Decision Making

**Willamette Falls Locks Task Force.** The task force will strive to make decisions and recommendations by consensus. Consensus is defined as “all task force members can live with the decision or recommendation.” Task force members are assumed to be contributing input on their own behalf and are not committing their jurisdictions, agencies, or government to any decision without approval by their associated decision making body.

**Salmonberry Trail Intergovernmental Agency.** The Salmonberry Trail board shall strive for consensus on all decisions. However, if consensus is not achievable within a reasonable period of time as determined by a majority of all directors, decisions shall be made by majority vote of all voting directors. No decisions, whether by consensus or by majority vote, can be made without a quorum. A quorum shall be defined as attendance by a majority of all directors. This decision-making process may be further documented in the adopted bylaws.

### **The Deschutes Water Alliance.<sup>9</sup>**

1. The Deschutes Water Alliance will use a consensus decision-making process and will foster a collaborative approach to problem solving. “Consensus decision-making” means that every voting member present at the meeting votes yes or abstains. Each decision arising from an agenda item will be structured as follows:
  - a. Discussion of the Item: The item is discussed with the goal of identifying opinions and information on the topic at hand. The general direction of the group and potential proposals for action are identified during the discussion.
  - b. Formation of a Proposal: Based on the discussion, a formal decision proposal on the issue is presented to the group.
  - c. Call for Consensus: The facilitator calls for consensus on the proposal. Each member of the group actively states their agreement with the proposal.
  - d. Identification and Addressing of Concerns: If consensus is not achieved, each dissenter presents his/her concerns on the proposal, potentially starting another round of discussion to address or clarify the concern.
  - e. Modification of the Proposal: The proposal is amended or rephrased in an attempt to address the concerns of the decision makers. The process then returns to the call for consensus and the cycle is repeated until a satisfactory decision is made.
2. Members are encouraged to voice and have recorded all views. If any member sees the need to stand in the way of consensus on a decision, he/she will explain his/her concern with the proposed decision to the group, and the group will make every attempt to understand the concern and the underlying interests. Members may choose not to block the consensus even though they do not fully agree with the decision. Once a consensus decision has been reached, all members agree not to oppose that decision.
3. Sufficient time will be provided for the members to seek advice from the entities they represent, constituents, agencies, or other experts, when desired, before a decision is adopted. All members present at

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<sup>9</sup> Deschutes Water Alliance, Memorandum of Understanding, July 2010, pp. 5-6. Used with permission from the Deschutes River Conservancy.

the meeting are included in the consensus process. Any member may abstain from the consensus and may request to be acknowledged as abstaining in the publication of the consensus. Abstaining is a choice not to block or support the decision.

4. The group may decide to delegate an issue to a working group for further exploration, development or recommendation to the full group.

5. The group may delegate decisions on administrative matters to a smaller group, such as the executive committee.

## Appendix E: Sample Language about Committees

### **Salmonberry Trail Intergovernmental Agency—sample of general language.**

**Section 1. Advisory Committees.** The board may establish advisory committees or special committees as it deems necessary and appropriate. The board shall appoint chairs of advisory committees or of special committees that may be necessary to carry out the business of the board. Each committee chair shall select such members as are qualified and willing to serve on the committee. **Section 2. Authority.** It shall be the function of committees to conduct research and make recommendations. They shall report in writing to the board. **Section 3. Limitations.** No advisory or special committee shall represent the board in advocacy of or opposition to any project without the specific confirmation of the board.

### **From Partnership Plan of the Central Oregon STEM Hub (COreSTEM)—roles and responsibilities language.**

**Advisory Board.** The COreSTEM advisory board oversees and approves major strategies, programs, governance, and financial components of the STEM Hub. This advisory board aims for representation from the following community groups: industry, higher education, education administration, teachers, out-of-school providers, students, and “other” community members while also striving for geographic balance. The advisory board meets monthly, with the board meeting currently run by the STEM Hub director. The group’s structure has been fluid and less formal during our first year of work, as we determined our priorities and identity. In the coming year, we anticipate transitioning the advisory board to a stronger governance role, which will include closer fiscal oversight, structure within the board (e.g., chairperson, etc.), and active subcommittees.

**Core Leadership Team.** Having formed organically in our first year’s work, we have now formally defined the core leadership team (also known as the executive committee) to include representatives from the three core partner organizations that oversee COreSTEM backbone operations. These organizations have committed resources including fiscal agency, office space, and significant staff time to ensure COreSTEM’s continued successful operations. Team members are in constant contact with the STEM Hub director to oversee daily activities and approve on-the-ground decisions and function in chair-like roles within the larger advisory board.

**Subcommittees and Workgroups.** During our first year’s work, the COreSTEM advisory board operated largely as a single body focused on identifying key indicators for STEM in our region and priorities for our work while also advising on the operations of initial pilot programs, occasionally forming smaller ad hoc committees as needed. With our priorities now identified, the advisory board will be transitioning to more of a governance role as we begin to form dedicated workgroups for priority initiatives. These committees are expected to consist of five to ten members with expertise relevant to priority initiatives. The groups will be run by the STEM Hub director and report back to the advisory board. We anticipate that some committees will be permanent while others will be dedicated to shorter term projects. While the exact committee structure is a focus of current ongoing work, example workgroups likely to emerge are described below.

**Community Participation.** This workgroup addresses the priority of increasing participation of underrepresented populations. The group will aid in developing our understanding of current participation by collecting data from partner organizations and will identify necessary strategies to increase participation, which may include outreach events, new youth programs, scholarships to existing programs, or other methods.

**Educator Advancement.** This workgroup advises on strategies for increasing STEM teaching behavior within

our region. We consider this to include increasing educator confidence and pedagogical content knowledge at the elementary level and increasing STEM integration at the secondary level. The group will select promising professional development workshops to offer within our region as well as support alternative methods of professional development such as coaching and visitation time.

**STEM Pathways or Programs of Study.** This workgroup identifies key careers within the region and examines pathways within our education system which students might follow in pursuit of those careers. The group will determine if necessary courses and activities are available to all students in the region and determine strategies for addressing identified gaps.

### Sample Advisory Committee Governance Document<sup>10</sup>

**Governance structure \_\_\_\_\_ Committee**

**1. Name.** The committee will be called the \_\_\_\_\_ advisory committee. It is authorized by \_\_\_\_\_ (name of governing body) and will serve at the pleasure of the board of directors (or whatever is the proper name of the policy board).

**2. Purposes.** The committee is created for the purpose of \_\_\_\_\_ and shall limit its activities to advising on matters that directly concern this purpose. The specific purposes of the committee may include the following responsibilities:

- a.
- b.
- c.

**3. Relationship of Committee to Governing Board.** It is the role and sole prerogative of the board to enact policy. The advisory committee is expected to offer recommendations and to provide information relevant to policy about the program to the board.

#### 4. Membership.

- a. Composition: The advisory committee shall consist of [number] members. Members will be selected and appointed by the board. (Additional guidelines on membership criteria could be added here.)
- b. Term: A term of membership shall last for three years, with one-third of the membership appointed each year. Terms shall not be renewable within eleven months after conclusion of an earlier term. Terms will begin on \_\_\_\_\_.

**5. Organizational Structure.** The committee will have a chair, vice chair, and recording secretary who are elected for one-year terms by the membership. Elections will be held at the first meeting of the new membership year.

#### 6. Procedural Rules.

- a. **Bylaws:** The committee will draft and adopt a set of written bylaws at the organizational meeting of the committee. The bylaws govern committee operation. Bylaws require a two-thirds vote for adoption or change.

<sup>10</sup> Johnson, J. (2018). National Policy Consensus Center, Portland State University.

**b. Meetings:** The committee will meet at least [number] times per year. Written notices of upcoming meetings will be mailed to members at least seven days before a meeting.

**c. Minutes:** Minutes of each meeting will be kept. Copies will be mailed to the policy board and committee membership within two weeks after a meeting.

**d. Recommendations and Reports:** Committee recommendations and reports will be submitted in writing to the board. Documents will include both suggested action and justification for suggestions. The policy board will respond/react to such recommendations or reports in writing.

**e. Dismissal:** Members who are absent without reasonable cause from three successive meetings will be considered to have resigned their seat. The committee will move to fill the position.

**f. Public Announcements:** Any public announcements made by the committee should first be reviewed by the policy board chair.

### **Uniform policies and operating procedures for advisory committees<sup>11</sup>**

(Note: This policy and procedure is suggested if the organization plans to have a large number of advisory committees or if it is a more complicated organization.)

#### **Sections:**

1. Purpose
2. Terms, Term Limits and Vacancies
3. Meetings and Attendance
4. Removal
5. Public Meeting Law
6. Quorum and Effect of Lack Thereof
7. Election of Officers, Secretary, and Subcommittees
8. Role of Staff
9. Agendas and Minutes
10. Goals
11. Rules and Regulations
12. Code of Ethics
13. Board of Directors as Final Decision Maker
14. Gifts
15. Reports
16. Lobbying and Representing the Agency

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<sup>11</sup> Adapted from the City of Ashland, Oregon, municipal Code, Chapter 2.10, Uniform Policies and Operating Procedures for Advisory Commissions and Boards.

### **1. Purpose**

The following policies and procedures govern the agency's committees, as well as ad hoc entities.

### **2. Terms, Term Limits, and Vacancies**

All successors to original members of a committee, shall have a two-year term, except as otherwise provided in the appointment. Regular terms shall commence with appointment and shall expire on the anniversary of the third year, unless otherwise provided in the appointment order. The appointing authority may stagger terms in the original appointment order as necessary. Members may serve two terms on any single committee, after which time the chair and board of directors will give due consideration to other qualified candidates before making a reappointment. Any vacancy shall be filled by appointment by the chair, with confirmation by the board of directors, for any unexpired portion of the term.

### **3. Meetings and Attendance**

A. Unless otherwise provided by law, the number of meetings related to business needs of a committee may be set by the committee.

B. All members of committees must attend at least seventy-five percent of the committee's meetings, study sessions and special meetings in each full year of their tenure. A person removed from the committee for noncompliance with attendance requirements subsequently may be appointed to fill the vacancy on the committee by means of the normal appointment process of that committee.

C. A member should provide at least forty-eight-hour notice to both the chair of the committee and the staff liaison regarding any planned absence from a scheduled meeting of the committee. In the event an unexpected emergency will cause a member to be absent from the meeting, the member must, if possible, notify the chair or the staff liaison within a reasonable time in advance of the meeting.

D. Each committee should review member attendance and report to the chair approximately every six months. The chair will determine the need for appointments or re-appointments, if necessary.

### **4. Removal/Regular Membership Removal Process.**

The board of directors, with or without cause, may by majority vote of the board of directors at a regular meeting, remove any regular committee member prior to the expiration of the term of the appointment. Written notice of removal to the affected member shall be provided. Removal shall be handled with respect and courtesy. If a member resigns or is removed, the chair shall appoint a replacement for the remainder of the term.

### **5. Public Meeting Law**

All meetings of committees who report to the board of directors are subject to strict compliance with Oregon's public meeting laws. Notwithstanding notice requirements under Oregon law, advance notice of at least thirty-six hours shall be provided for all meetings. Notice shall be sent to a newspaper with general local circulation and posted on the agency's website. In the case of emergency or when a state of emergency has been declared, notice appropriate to the circumstances shall be provided and reasons justifying the lack of thirty-six-hour notice shall be included in the minutes of such meeting.

### **6. Quorum and Effect of Lack Thereof**

A meeting quorum shall consist of more than one-half of the total number of authorized members of the body, including any vacant positions. Nonvoting ex officio members, staff, and liaisons do not count toward the quorum. Members need not be physically present at a meeting if another means of attendance (e.g., telephonic, internet, etc.) has been established by the membership and public meetings law requirements

are met. If the members in attendance do not constitute a quorum, staff or invitees may make informational presentations.

### **7. Election of Officers, Secretary, and Subcommittees**

At its first meeting following the appointment or reappointment of members each year, the committee shall elect a chair and a vice-chair who shall hold office at the pleasure of the committee. Neither the chair nor vice-chair shall serve as an officer for more than three consecutive annual terms. Without the need for an appointment, the head of the agency department staffing the commission, committee or board shall be the secretary and shall be responsible for keeping an accurate record of all proceedings. The department head may delegate such tasks to a staff liaison. Subcommittees may be formed for the purpose of gathering information and forming a recommendation to be brought forward to the full committee. Only the full body can make recommendations to the board of directors. Subcommittees must comply fully with the requirements of Oregon Public Meetings Law.

### **8. Role of Staff**

At least one staff person is assigned to work with each committee. The staff liaison provides professional guidance, continuity, and insight into agency policy and attends all regular and special meetings and workshops. The staff liaison supports the group as a whole and shall not do work at the request of individual members. Each staff liaison has a limited amount of time to devote to the group. If additional staff time is needed, the request should be made to the agency administrator or appropriate department head. (Ord. 3003, added, 02/18/2010)

### **9. Agendas and Minutes**

The chair or staff liaison will be responsible for timely preparation and for posting in advance the agendas of all meetings of advisory commissions and boards on the agency's website. A member or staff liaison will be responsible for taking minutes and getting them posted on the agency's website, generally within a few days after the minutes have been approved. Members are encouraged to access those documents from the web site. Staff will email or mail documents to members upon request. If the committee has a current council liaison, the liaison should be given the opportunity to report to the commission or board periodically.

### **10. Goals**

Advisory commissions and boards are encouraged to establish annual goals and action items that reflect the body's charge as stated in the specific commission ordinance. Advisory bodies are expected to suggest, support and advance council goals and are encouraged to look for ways within their own unique responsibilities to do so.

### **11. Rules and Regulations**

The committee may make such rules and regulations as are necessary for its governance, including the conduct of meetings, when not inconsistent with Ashland Agency Charter, Ashland Municipal Code or Oregon law. These rules may be less formal than the meeting procedure rules in AMC 2.04.040. In the event of conflicts that cannot be resolved less formally, AMC 2.04.040 shall be used as the standard for meeting rules and procedures. Failure to strictly comply with the rules on meeting procedure in AMC 2.04.040 shall not be cause to void or otherwise disturb a decision or action. The body will strive to be clear in its proceedings.



## 12. Code of Ethics

The Agency of Ashland is committed to the highest ethical standards for its public officials. To ensure public confidence, all members of advisory commissions and boards must be independent, impartial, responsible, and not use their position for personal gain or to benefit or harm others. Advisory commissions and boards shall operate in the general public interest serving the community as a whole and shall serve no special interests. Advisory commission and board members shall not endorse in their official capacity any commercial product or enterprise. Members should be aware of the criminal codes, ethics, and conflict of interest laws set forth in state statutes and agency ordinances.

## 13. Board of Directors as Final Decision Maker

With the exception of certain delegated quasi-judicial actions, most advisory commissions and boards do not make final decisions subject to appeal but rather make recommendations to, or act in an advisory capacity to the board of directors. The board of directors is the final decision maker on all agency policies and the use of agency resources. Proposals by boards and commissions for endorsement or sponsorship of events, activities or programs must receive approval by the board of directors as provided by resolution.

## 14. Gifts

Subject to the acceptance of the board of directors, a committee may receive gifts, bequests or devises of property in the name of the agency to carry out any of the purposes of the committee, which funds, if required by the terms of the gift, bequest or devise, shall be segregated from other funds for use with the approval of the board of directors.

## 15. Reports

- A. Each committee shall submit copies of its meeting minutes to the agency recorder for presentation to the board of directors.
- B. The chair of each committee is expected to give at least one report to the board of directors each year on the committee's accomplishments, work in progress, and planned activities. In addition, the mayor or board of directors may from time to time ask chairs for information and recommendations on matters within the scope of their advisory bodies. Chairs' reports to the council are to be objective and representative of the majority views of the memberships of their advisory bodies.
- C. Council liaisons may report to the entire council on significant and important activities of any committee to which they have been assigned.
- D. Staff liaisons to the advisory bodies may assist in preparing such reports.
- E. Unless otherwise expressly provided in the Ashland Municipal Code or state law, all reports or recommendations of agency advisory bodies committees shall be considered advisory in nature and shall not be binding on the mayor or board of directors.

## 16. Lobbying and Representing the Agency

An individual committee member is free to express personal views on any issue in any forum as long as the individual makes clear that he or she is not speaking as a member of the committee and that the views expressed are personal and do not represent the position of the agency or of the agency committee.

# Appendix F: Memorandum of Understanding—Sample One

## Memorandum of Understanding (MOU)

To Establish the Southwest Oregon Assessment and Taxation Coalition (SOATC)

### Recitals

1. The County Assessors in southwest Oregon (Coos, Curry, Douglas, Jackson, Josephine, Klamath, and Lane) desire to cooperate on projects of mutual benefit and of benefit to the public at large, as more particularly described in this MOU.
2. The southwest Oregon counties face a number of common challenges, to include substantial financial challenges. This situation creates the need to rethink how county assessors and tax collectors use resources to accomplish their statutory responsibilities. It is possible that creating partnerships with neighboring counties in the delivery of Assessment and Taxation (A&T) services may benefit the participating counties by:
  - a. Reducing county assessor and tax collector program costs.
  - b. Improving the quality of appraisals.
  - c. Improving the consistency of the appraisals in the region.
  - d. Bringing county reappraisal programs current.
  - e. Serving as a model for other resources that might be candidates for centralization or regionalization within District 1 or throughout the state.
  - f. Creating more uniformity in data collection.
  - g. Demonstrating to its citizens that county officials are making every effort to expend county taxes wisely and efficiently.
3. In some counties in Oregon, the tax collection and distribution service may not be performed by the elected assessor. It would be beneficial for appointed tax collectors to work together with elected assessors on collaborative projects.
4. The county assessors believe that sharing resources with neighboring counties and the creation of partnerships between counties, is in the public interest.

### Understandings

- 1. Creation of the Southwest Oregon Assessment and Taxation Coalition (SOATC).** By and through this MOU, the SOATC is hereby created and shall use this name to identify the coalition.
- 2. Membership.** The membership of the SOATC consists of the elected assessors of each of the counties who are a party to this agreement. When an elected assessor has resigned and the board of commissioners of that county has selected an appointed assessor, then that appointed assessor shall also be a member of

SOATC. When the assessor is not the tax collector of a county, then the appointed tax collector may attend the meetings of SOATC and participate in discussions of the coalition.

**3. Purpose of the Coalition.** The purpose of the SOATC is to collaborate on the delivery of A&T services, to seek efficiencies in how A&T services are delivered, to take advantage of economies of scale, and to present a unified position on matters that affect county assessors and tax collectors to local, state, and federal agencies and officials.

**4. Scope.** The scope of this MOU covers the intention of the parties, their responsibilities, and the ongoing administration of SOATC. The parties shall at all times seek a cooperative approach to addressing service issues of both local and regional significance. The parties believe this MOU to be an important step to formalize, build, and strengthen the constructive relationships that already exist between them.

**5. Limitations.** It is not the intent of SOATC to compromise or limit in any way the chartered authorities, directives, regulations or legal obligations of coalition members. There shall be no obligation or requirement for participation in any single project or activity by any of the members. The autonomies and discretionary decision-making authority of the member counties shall be retained by these counties. In addition, the creation of the SOATC in no way affects a county's membership or participation in the Oregon State Association of County Assessors (OSACA).

**6. Governance Framework.** The governance framework for SOATC includes the following components:

**a. Statement of Mutual Interdependence.** The cooperating county assessors and tax collectors recognize that pooling resources and influence towards common goals shall serve the interests of the region as a whole and of individual jurisdictions. While some projects will inevitably benefit one or more jurisdictions over others, over time all jurisdictions will benefit from the coalition's efforts.

**b. Term.** The SOATC is an experiment. For an initial trial period, this MOU takes effect on the date of the latest signature and expires on June 30, 2018.

**c. Opt Out.** Any county assessor may opt out of the coalition at any time by providing a 30-day written notice to the other signatory assessors.

**d. Policy Board.** The county elected assessors make up the policy board. The policy board shall serve as the ultimate decision-making authority for the coalition. The policy board may establish ad-hoc implementation committees to engage in specific tasks and projects for the coalition, which shall be open to participation by any and all parties that might contribute to project success. Appointed tax collectors may participate in discussions of the policy board.

**e. Chair of the Policy Board.** The policy board shall elect one of its members to serve as chair for a one-year term of office. If no bylaws have been adopted describing powers of the chair of the coalition, then the chair shall only have the power to facilitate meetings of the coalition, set the agenda for each meeting, and have other duties as determined through a motion passed by a quorum of the policy board.

**f. Decision Making.** No part of this agreement shall be construed as providing the policy board with decision-making authority over the business of an individual county. The policy board shall only make decisions regarding SOATC business and projects. The policy board shall strive for consensus on all decisions. However, if consensus is not achievable within a reasonable period of time, decisions shall be made by majority vote

of the elected assessors, with each county having one vote. A quorum shall be defined as attendance by a majority of the designated members. (For example, with six or seven members, the quorum would be four.) No decisions, whether by consensus or by majority vote, can be made without a quorum.

**g. Administrative Entity.** The assessors agree to share administrative duties of SOATC by rotating those duties among members for a one-year period. Examples of administrative duties include: giving notice of SOATC meetings, arranging meeting location, taking minutes at meetings, sending meeting minutes to members, completing follow-up tasks as needed, and so forth.

**h. Bylaws.** The policy board may adopt bylaws to guide the operation of the coalition.

**i. Goals and Objectives.** The policy board shall develop multi-year goals and an annual work plan to guide its activities.

**j. Action.** Certain actions of SOATC may need to be formally ratified by each member's board of county commissioners. The representatives of each member entity shall be responsible for determining whether an action contemplated by the coalition requires ratification of the member's board of commissioners.

**k. Meetings.** The policy board shall meet on a quarterly basis. The meeting schedule shall be set at the first official meeting of the policy board. Ad hoc committees shall set their own meeting schedule.

**l. Amendments.** Subsequent amendments to this MOU may be approved by the policy board.

Signatures

[Signatures omitted]

# Appendix G: Memorandum of Understanding—Sample Two

## Memorandum of Understanding

City of Coos Bay  
500 Central Avenue  
Coos Bay OR 97420

Coos Bay School District  
1255 Hemlock Ave.  
Coos Bay, OR 97420

February, 2017

## Preamble

**Whereas**, the city of Coos Bay (“city”) is an Oregon municipal corporation, and is located in Coos County, Oregon;

**Whereas**, the Coos Bay School District (“district”) is an Oregon school district which operates various elementary and secondary educational facilities in the city of Coos Bay, Coos County, Oregon;

**Whereas**, the district operates Marshfield High School, which is located at South 10th and Ingersoll Streets, Coos Bay, Oregon;

**Whereas**, the district wishes to proceed with the construction of a two-story building on the Marshfield High School campus, which will be named “Tribute Hall,” for the purposes of storing athletic equipment and honoring the service of veterans (“the project”);

**Whereas**, the estimated cost of the project is \$420,000;

**Whereas**, a majority of the students attending Marshfield High School reside in the city of Coos Bay, the city wishes to assist the district in completing the project;

**Whereas**, a grant in the amount of up to \$80,000, may be available through the Oregon Department of Parks and Recreation (“ODPR”);

**Whereas**, while the city is eligible to apply for such grant, and the district is not;

**Whereas**, the city wishes to assist the district in completing the project by obtaining funds from such grant for the project;

**Whereas**, the disbursement of the grant proceeds by ODPR will be on a reimbursement basis, rather than up-front payments;

**Whereas**, in order for the city to qualify for and obtain the ODPR grant, the city is required to administer the entire construction project.

## Agreement

The parties agree as follows:

1. The city will apply for a grant of \$80,000 from the Oregon Parks and Recreation Department, which grant application will be for the purpose of constructing the project.
2. The district will assist as necessary the city in applying for such grant, including, but not limited to providing information, drawing, diagrams, or other documents necessary for completion and submission of the grant application;
3. In the event that the city obtains the grant funding, all other funds to be used for construction of the project will be transferred to the city for purposes of administering the construction of the project.
4. All funds transferred to the city for purposes of the project will be kept and maintained in a separate and identifiable line item within the city's budget, and only project related expenses will be paid for through such line item account.
5. The city will be responsible for complying with all bookkeeping and accounting requirements pertaining to the ODPR grant.
6. The construction of the project will be awarded by the city, pursuant to the public contracting rules and requirements of the city.
7. Prior to the city awarding any contract for the construction of the project, including engineering work, the district shall deposit with the city funds in the full amount necessary to complete the project.
8. As the city receives the grant funds from OPRD, the city will reimburse such funds to the district.
9. The district will be the owner of the completed project, will be responsible for all future maintenance and repair of the project, and will comply with ODPR grant requirements relating to maintenance and repair of the project.
10. In the event that insufficient funds are raised for the project, and the project is abandoned, the city will return to ODPR any awarded grant money received by the city.
11. Now, therefore, this memorandum of understanding having been approved by the district and the city, this agreement shall become effective at the time of the last signature below.

Dated: February, 2017

Signatures

[Signatures omitted]

# Appendix H: Intergovernmental Agreement—Sample One

## **Agreement Establishing The Salmonberry Trail Intergovernmental Agency**

**This Intergovernmental Agreement** (hereinafter “agreement”) is made by and between the State of Oregon by and through the Oregon Department of Forestry (ODF), the Oregon Parks and Recreation Department (OPRD), Tillamook County, and the Port of Tillamook Bay (POTB), hereinafter referred to collectively as “parties” and individually as “party.”

### **Recitals**

**Whereas**, ORS 190.010 and ORS 190.110 provide that units of local and state government may enter into agreements for the performance of any and all functions and activities that a party to the agreement, its officers or agents, have authority to perform; and,

**Whereas**, under ORS 190.010, an intergovernmental entity designated to perform specified functions or activities is vested with all powers, rights and duties relating to those functions and activities that are vested by law in each separate party to the agreement, its officers and agencies; and,

**Whereas**, Tillamook County has the authority under ORS 203.010(3) to enter into contracts; and,

**Whereas**, the Port of Tillamook Bay (POTB) railroad once connected the Willamette Valley to the Oregon Coast on an eighty-six-mile rail corridor formerly owned by Southern Pacific, running from Banks to the Port of Tillamook Bay Industrial Park through the canyon of the Salmonberry River and the Tillamook State Forest; and,

**Whereas**, this unique passage, which is referred to as the Salmonberry Corridor (corridor), has a rich history, an outstanding scenic context and has the potential to connect urban and rural Oregon by constructing a multi-use trail within the corridor, connecting to a wide network of existing recreation trails and parks, educational opportunities, and heritage sites; and,

**Whereas**, a new multi-use trail will create strong economic opportunities for northwest Oregon and will help revitalize communities along the rail corridor, including Banks, Timber, and the small towns and cities along the coast from Wheeler to Tillamook; and,

**Whereas**, SB 1516 was passed by the 2014 Legislature and required OPRD and ODF, in cooperation with other interested state agencies, local governments, nonprofit organizations and other stakeholders, to develop a plan to construct a trail along or adjacent to the portion of the former railroad line between Banks and Tillamook; and,

**Whereas**, the public agency members joined with other stakeholders, and, after extensive public involvement and engagement, completed the Salmonberry Corridor Concept Plan (concept plan) which is intended to be the foundation for future development of this important landmark and a guide for developing more specific plans and designs for individual segments of the corridor; and,

**Whereas**, the concept plan listed four major goals within the document:

1. Support Local Economies. Encourage new economic opportunities for corridor communities.
2. Preserve the Investment. Stabilize existing right of way and limit future damage. Ensure a financially-viable and sustainable future for the project.
3. Provide Access for Multiple Users. Improve and increase access to public lands for a wide range of uses (and ages) including walking, biking, hunting, fishing and equestrian.
4. Maintain and Improve the Environment. Maintain and improve sensitive river and coastal environments; and,

**Whereas**, in March 2015, Governor Kate Brown designated the effort to establish a governance structure for the Salmonberry Trail as an Oregon Solutions Project and named the directors of the Oregon Department of Forestry and Oregon Parks and Recreation Department as co-conveners; and,

**Whereas**, the Oregon Solutions project resulted in a collaborative agreement and a “Declaration of Cooperation” between the parties to enter into this intergovernmental agreement; and,

**Whereas**, the parties agree that a governing body is needed to promote and facilitate coordinated direction and guidance to plan the development and maintenance of a multi-use trail within the Salmonberry Corridor that can fully achieve the four goals outlined within the plan; and,

**Whereas**, the construction and management of a multi-use trail envisioned by the concept plan is a complex undertaking that no single jurisdiction or entity can accomplish on its own; rather, a collaboration of many government agencies, nonprofit organizations, and the private sector is necessary to advance this project;

**Now, therefore the parties agree as follows:**

## **Agreements**

**1. Establishment of the Salmonberry Trail Intergovernmental Agency and Board of Directors.** There is hereby established an ORS 190.010(5) intergovernmental entity to be known as the “Salmonberry Trail Intergovernmental Agency,” hereinafter referred to as “agency,” a multi-jurisdictional, collaboration of the public agencies which are parties to this agreement. The agency shall be governed by a board of directors named the Salmonberry Trail Board of Directors, hereinafter referred to as the “board” or “STB.”

**2. Membership on the STB.** The parties to this agreement shall each designate one official to be a member of the STB (director) and to accomplish the purposes set forth in paragraph 8. The officials to be designated shall be elected officials or chief administrative officers of the respective agencies. Directors shall also designate an alternate director who can attend meetings and act on behalf of the primary director.

**3. Ex-officio Members of the Board of Directors.** Ex-officio membership on the STB is intended to be limited to those individuals and organizations that have or potentially have significant in-kind or other resources to contribute to the implementation of the concept plan. Ex-officio members are also called directors, but are non-voting directors; however, they can fully participate in discussions and deliberations of the STB. By and through this agreement, the following groups shall have ex-officio membership on the STB: Washington



County; Cycle Oregon; the Tillamook Forest Heritage Trust (TFHT); the Washington County Visitors Association; the Oregon State Senator from District 16; the Oregon State Representative from District 32; and the Governor's Regional Solutions Team North Coast Coordinator. Cycle Oregon, the TFHT, and the Washington County Visitors Association shall each designate one person to be an ex-officio member of the board of directors and to help the board of directors accomplish the purposes set forth in paragraph 8. Ex-officio directors shall also designate an alternate who can attend meetings and speak on behalf of the primary board member.

**4. Adding Directors or Ex-Officio Members.** The STB may add additional ex-officio directors or member agencies through an amendment to this agreement. Ex-officio members may be added at any time by consensus of the board as specified in paragraph 11, or as otherwise provided in the bylaws.

**5. Conveners.** The STB shall establish conveners or co-conveners whose role will be determined within the STB bylaws. For calendar years 2015 and 2016, the co-conveners shall be the director of the ODF and the director of OPRD. In January 2017, a new convener or co-conveners shall be appointed or reappointed by the STB in accordance with the adopted bylaws.

**6. Advisory Committees and Board Subcommittees.** The STB may establish advisory committees and board subcommittees as they believe appropriate. Example subjects for which an advisory committee may be needed include: technical assistance, natural resources; recreation; tourism and economic development; scenic railroad coordination, adjacent private landowners; and local government coordination.

**7. Salmonberry Coalition.** The STB shall identify Salmonberry Corridor and trail stakeholders and invite each entity to designate an individual to be a member of the Salmonberry Coalition—a group similar to the stakeholders who provided input in the drafting of the Salmonberry Corridor Concept Plan. The coalition shall be invited to meet at least once a year for the annual meeting of the STB. The purpose of the coalition is to keep stakeholders informed, to allow the STB to touch base with stakeholders, to present issues to stakeholders, to provide status reports and generally to keep communication open with the large and varied group of stakeholders interested in the trail and the corridor.

**8. Purpose of Intergovernmental Agency.** The purpose of the intergovernmental agency is to plan the development and maintenance of a multi-use trail within the Salmonberry Corridor, consistent with the goals established within the Salmonberry Corridor Concept Plan and included in the recitals above. The Salmonberry Corridor Concept Plan shall be the foundation for future development of the corridor and trail and a guide for developing more specific plans and designs for individual segments of the trail.

**9. Duties and Responsibilities of Agency and the STB.** The duties and responsibilities of the agency and the STB include, but are not limited to, those listed on attachment A to this agreement, enumerated as Ownership/Leadership Tasks. In addition, the intergovernmental entity shall have all the powers given to it under ORS chapter 190.

**10. Limitation of Powers.** The STB shall not have the power to bind or encumber the participating governmental units in any manner except as the member agencies agree through both the policy and administrative authority that they grant to their appointed directors of the STB.

**11. Decision-Making.** The STB shall strive for consensus on all decisions. However, if consensus is not achievable within a reasonable period of time as determined by a majority of all directors, decisions shall be made by majority vote of all voting directors. No decisions, whether by consensus or by majority vote, can be made without a quorum. A quorum shall be defined as attendance by a majority of all directors. This decision-making process may be further documented in the adopted bylaws.

**12. Fundraising Partner of the Intergovernmental Agency.** The TFHT is hereby designated as the initial fundraising partner of the Intergovernmental agency and, on behalf of the agency, shall develop and implement a fundraising plan for the initial phases of development of the Salmonberry Trail. The TFHT may eventually choose to create a “spin-off” nonprofit organization for this purpose or relinquish its fundraising role to another qualified nonprofit organization designated by the STB. In the event that a new nonprofit assumes the role of fundraising partner before initial donations are sufficient to “reimburse” TFHT for its initial fundraising and capital campaign planning costs (~\$100,000), then the new nonprofit partner will be required to reimburse TFHT for the balance of those costs as future donations are received.\*

**13. Evolution of Governance Structure.** The parties recognize that the governance structure and the roles of nonprofit partners are expected to evolve over time as the needs of the organization change from the present concept stage to the future more detailed planning, implementation, and operational stages. As the governance and nonprofit structures evolve, the parties will need to determine how to reach additional collaborative agreements on overall project priorities and management functions.

**14. Administrative Entity.** The directors agree to share administrative duties of the agency by rotating those duties among directors as agreed by the STB. Examples of administrative duties include: providing space and supervision of any employee(s) assigned to work with the agency, giving notice of agency meetings, arranging meeting location, taking minutes at meetings, sending meeting minutes, completing follow-up tasks as needed, and so forth. The initial administrative entity shall be OPRD. At its first official meeting, the agency board of directors shall reach consensus on defining the administrative duties of the administrative entity and the consensus reached shall be recorded in the meeting minutes.

**15. Budget.** Initially, it is anticipated that the agency will operate through in-kind contributions of the directors. If at such time that the STB determines that a budget for the agency is necessary and appropriate, such budget shall be prepared in accordance with the applicable public budgeting laws of the State of Oregon.

**16. Bylaws.** The STB shall adopt bylaws consistent with this agreement necessary to conduct its affairs.

**17. Action.** Certain actions of the STB may need to be formally ratified by each member’s parent board or commission. Directors shall be responsible for determining whether an action contemplated by the STB requires ratification of the member’s board or commission.

**18. Meetings.** The STB shall meet as frequently as the convener or co-conveners may determine, or as otherwise provided in the bylaws. All meetings shall comply with the Oregon Public Meetings statutes which begin at ORS 192.610.

**19. Duration and Termination.** This Agreement shall remain in force for a period of ten years from the date last signed by a director, unless specifically extended or otherwise modified by action of the directors. At

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\* OPRD must follow OAR 736-002-0015 to implement its authority under ORS 390.141 to designate a fundraising partner. The new Intergovernmental Agency is expressly not utilizing OPRD’s authority under ORS 390.141 to designate TFHT or any subsequent fundraising partner.

the end of the ten-year period, the directors shall conduct a thorough review of their activities and make a decision on any needed changes to this agreement, including its duration. A participating member agency may withdraw from the intergovernmental agency upon thirty-days written notice to the other directors.

**20. Amendments.** This agreement may be amended only with approval of the member agencies.

**21. Agency relationship.** Nothing contained in this IGA or any transaction is intended to or should be construed as creating the relationship of partners, joint-venturers, an association, or agency relationship between the state and units of local governments. Neither shall the employees, agents, or representatives of either party be considered to be employees, agents, or representatives of the other party for the purposes of the Oregon Tort Claims Act, ORS 30.260 to 30.300, or for any other purpose.

**22. Third party beneficiaries.** The state and the units of local government are the only parties to the IGA and all transactions, and are the only parties entitled to enforce the terms of the IGA. Nothing in the IGA gives, is intended to give, or shall be construed to give or provide, any benefit or right, whether directly, indirectly, or otherwise, to third persons.

**23. Indemnification.** To the extent permitted by and subject to the limitations of the Oregon Constitution and the Oregon Tort Claims Act, and subject to ORS Chapter 180, each party (first party) shall defend, save, hold harmless and indemnify the other parties and its subdivisions, officers, directors, employees and agents, from and against all claims, suits, actions, losses, damages, liabilities, costs and expenses of any nature whatsoever, including attorneys' fees, resulting from, arising out of or relating to the acts or omissions of the first party or its officers, directors, employees, subcontractors or agents under this agreement.

**24. Non-appropriation clause.** Each party's obligation to pay any amounts, perform any activities or provide any items under this IGA is conditioned upon that party's receiving funding, appropriations, limitations, allotments, or other expenditure authority sufficient to allow it, in the exercise of its reasonable administrative discretion, to meet its obligations under this IGA. Nothing in this agreement is to be construed as permitting any violation of Article XI, section 7, of the Oregon Constitution or any other law regulating liabilities or monetary obligations of the State of Oregon.

Signatures

[Signatures omitted]

## **Attachment A to an Agreement Establishing The Salmonberry Trail Intergovernmental Agency**

### **Trail Responsibilities and Tasks**

By paragraph 9 above—Duties and Responsibilities—the board will conduct some or all of the tasks listed below as ownership/leadership tasks. At some point in the future, the board will assign responsibilities for management/operational tasks, trail support tasks, or other tasks that may be identified by the board.

**1. Ownership/Leadership Tasks.** The following ownership/leadership tasks are the responsibility of the STB:

- A. Accept/adopt/approve plans that set the overall direction for developing the trail corridor.
- B. Ensure that the former railroad right of way is protected and reserved for the perpetual use of the public, including the use of “railbanking” as a means to accomplish this goal when this technique is appropriate.
- C. Adopt a budget which sets priorities for spending on the project.
- D. Establish policies and procedures for trail users, over the entire corridor, that emphasize safety and enjoyment for users.
- E. As each party may determine, provide general funds for trail planning and trail development either by ownership or for the entire corridor.
- F. Adopt a named-gift policy that guides the Tillamook Forest Heritage Trust (THFT) as the agency’s fundraising partner.
- G. As each party may determine, provide financing for a project manager for an initial period of time.
- H. Provide, or cause to be provided, liability insurance for owners and support groups and their volunteers.
- I. Actively pursue grant funding sources that are unique to owners and key stakeholders to further trail development and management.
- J. Prioritize development projects and major maintenance activities within the trail corridor.
- K. Ensure that the trail is developed and managed consistent with acknowledged land use plans of local governments adjacent to the corridor. Seek land use changes in instances when development is not contemplated by the land use plans.
- L. Actively pursue and promote public/private partnerships and facilitate cooperation between governmental agencies in developing, constructing, and maintaining the trail system.
- M. Study and adopt uniform standards for the design and construction of the trail system, including signage standards.

N. Develop, or cause to be developed, a set of comprehensive action plans, to include:

- i. a fundraising plan that will identify and secure funding for staff, operations, programs, and projects, to include appropriate endowment funds;
- ii. a public engagement plan to involve stakeholders and adjoining property owners in the development and operation of the trail corridor;
- iii. a public relations/marketing information program to increase use of the trail corridor and maximize its economic development and recreational use.

O. Create advisory committees as needed and consider all recommendations made by advisory committees.

P. Hold an annual meeting—a State of the Trail gathering—to keep all trail stakeholders informed about progress in fulfilling the vision for the trail.

Q. Consider options and then assign a responsible party for management/operational tasks and for trail support tasks, as indicated within this attachment.

**2. Management/Operational Tasks.** These are tasks associated with the day-to-day operations of the trail and include everything from budget management to managing the staff delivering trail-related services, planning and implementing capital projects, doing trail maintenance, and addressing issues such as vegetation control, litter pick-up, trail patrols, etc. Examples of management/operational tasks include:

- A. Effectively manage an annual budget for the trail that includes operations and capital projects.
- B. Hire or contract for staff support to effectively manage the trail.
- C. Plan and undertake trail development capital projects and major maintenance projects to implement the concept plan.
- D. Manage conflicts between trail uses within the trail right-of-way.
- E. Undertake technical studies as necessary to support project development and implementation.
- F. Establish policies and procedures that address problem solving, communication, and coordination with governmental agencies and private property owners adjoining the trail corridor.
- G. Provide technical staff as appropriate to assist in the development and maintenance of the trail.
- H. Collaborate with governmental agencies, nonprofits, and private parties to implement the concept plan and manage the trail system.
- I. Review governmental agencies' ordinances, rules, standards, and regulations and recommend additions or changes in conformance with the adopted concept plans and any subsequent planning documents.

J. Make recommendations to governing bodies and agencies relative to desirable federal, state, and local policies and funding concerning the trail corridor.

K. Focus on the local community, identify trail interests and needs, and make suggestions for action to the STB.

L. Monitor progress to fully implement the concept plan, discuss issues related to that progress, and advise the STB as appropriate.

M. Facilitate the connection of the Salmonberry Trail to other area trails within the region.

N. Prepare and submit an annual report which includes a review of the prior year's activities and a statement of goals and objectives for the coming year.

**3. Trail Support Tasks.** These tasks are ones that are often accomplished by a dedicated support group of volunteers—a friends group—such as fundraising, planning and conducting special events, working with and coordinating volunteers, performing light trail maintenance, promoting the trail as a benefit to local businesses, and so forth. The role of a support group can be relatively minor or it can be extensive.

A. Coordinate volunteers who provide trail operations services such as light trail maintenance, fee collection services, litter pick-up, safety patrols, and help with special events.

B. Assist in the implementation of the corridor's public relations and marketing plan and the trail's public engagement plan.

C. Assist the trail's fundraising support group with their fundraising activities.

D. Plan and conduct special events on the trail system.

E. Look for opportunities to increase the economic development potential of the trail corridor to include support for businesses that benefit from the trail

F. Act as a community advocate for the trail.

G. Facilitate communications among all stakeholders and users through newsletters, social media, website development, meetings, and other techniques.

H. Provide advice on logistical issues including development of projects within the trail right-of-way, signage, trail-head development, parking, public safety issues, and the sharing of responsibilities associated with operations and maintenance.

# Appendix I: Intergovernmental Agreement—Sample Two

## **The Coos Bay/North Bend Visitor and Convention Bureau Agreement**

(An Intergovernmental Agreement between the City of Coos Bay, the City of North Bend, and the Coquille Indian Tribe.)

### **Section 1. Creation of Visitor and Convention Bureau**

Pursuant to ORS 190.003–190.250, the City of Coos Bay, the City of North Bend and the Coquille Indian Tribe hereby create an intergovernmental entity to be known as the Coos Bay/North Bend Visitor and Convention Bureau (the bureau).

### **Section 2. Purpose of the Bureau**

The bureau shall engage in activities designed to promote events and attractions in the Coos Bay/North Bend geographic area, so as to attract tourists and thereby foster an important component of the local economy, and, when possible, work to coordinate its efforts with other efforts in the area to achieve maximum return on monies expended on tourism promotion from all sources.

### **Section 3. Constitution of the Bureau**

The bureau shall be governed by a board of five persons. One member each shall be appointed by the councils of each city and the tribe. One member each shall be appointed by the Bay Area Chamber of Commerce and the local hotel industry, subject to approval by the councils of the two cities and the tribe. The members appointed by the Chamber of Commerce and the hotel industry shall not be employees or representatives of any of the three government entities. The appointees of each city and the tribe serve at the pleasure of the council of that particular city and tribe; the appointees nominated by the Bay Area Chamber of Commerce and the hotel industry shall serve at the pleasure of each of the three councils and may be removed upon majority vote by the sitting council members of any party to this agreement. If an appointee of the bureau misses two consecutive meetings, notice of such shall be provided by the bureau to the three councils. Any appointee who has three consecutive absences from regularly scheduled meetings shall be removed by the bureau, unless the appointee demonstrates to the satisfaction of the bureau good cause for such absences. If no such cause is demonstrated, the bureau shall immediately notify the appointing body that the bureau member has been removed and request appointment of a new bureau member. In making the new appointment, in no case shall the removed member be reappointed. The term of office for each bureau member shall be two years, with the sitting council members appointed in the even-numbered year, and the Chamber of Commerce and hotel industry members appointed in the odd-numbered year. An appointment to fill a vacancy on the bureau shall be for the duration of the vacant term. Bureau members may be reappointed for additional terms of two years each.

### **Section 4. Meetings and Quorum**

The activities of the bureau shall be deemed to be activities of a “governing body” of a “public body” as those terms are defined in ORS 192.410 and ORS 192.610; all activities of the bureau shall conform to Oregon public meetings and public records law. The bureau shall hold regular public meetings at least once a month at a time and place designated by the bureau and shall maintain minutes of each meeting. The bureau shall

utilize Robert's Rules of Order as the rules of procedure for the conduct of its meetings and shall liberally construe the rules so as to ensure all bureau members and members of the general public are accorded a fair opportunity to present their views. A quorum shall be necessary to do business, which shall require that three members of the bureau be present.

### **Section 5. Funding for Bureau Activities**

The City of Coos Bay, the City of North Bend and the Coquille Indian Tribe shall each appropriate a minimum of two-sevenths of the gross receipts from the transient occupancy room tax of each city and the tribe to fund the activities of the bureau. The funds so appropriated shall be deposited by each government entity in a fund to be held by the City of Coos Bay and designated as "The Visitors and Convention Bureau Fund" (the VCB Fund.) Each party's payment of a portion of that party's transient occupancy room tax shall only apply to the first seven percent tax imposed by such party, unless otherwise agreed to in writing by all of the parties to this agreement. Payments to the VCB fund by the parties to this agreement shall be due forty-five days after the end of each calendar quarter. Except as otherwise provided herein, the fund so created shall be entirely under the control of the bureau and shall be disbursed according to policies and procedures adopted by the bureau in open meetings where there has been an opportunity for public comment. The policies and procedures shall be set forth in a resolution adopted by the bureau. The bureau shall develop criteria to identify which local events and attractions in the Coos Bay/North Bend Area will be eligible for promotional activity by the bureau and shall establish an application process whereby representatives of local events and attractions may seek, in writing, to have the bureau engage in such activity.

### **Section 6. Compliance with Public Contracting Rules**

The bureau shall adopt rules and procedures to ensure compliance with the provisions of ORS Chapters 279A, 279B and 279C.

### **Section 7. Duration**

Unless earlier terminated as provided herein, this agreement shall be perpetual.

### **Section 8. Title to the Possession of Property; Insurance**

Title to all real or personal property shall be held by the City of Coos Bay. Upon termination of the bureau, all assets shall be sold, and the proceeds from such sale shall be disbursed upon a pro rata basis, determined by the average contribution of each government entity to the VCB Fund during the preceding five years. Nothing in this section shall prevent any of the governmental entities from purchasing the assets from one of the other governmental entities at a mutually agreed upon price. The City of Coos Bay shall name the bureau as an additional named insured on its general liability insurance policy.

### **Section 9. Powers of the Bureau**

The bureau may enter into contracts for employment or personal services, including the services of an advertising or marketing agency, to assist in program development and orderly purchase of advertising to further the purposes of this agreement. The bureau may purchase or lease real or personal property, provided



that any lease entered into by the bureau does not exceed twenty years in duration. The bureau may accept donations, grants, or other funds from any source whatsoever, which shall be deposited into the VCB Fund and disbursed as according to the policies and procedures applicable to the monies appropriated by each governmental entity from the transient occupancy room tax. The bureau may enter into contracts with other local governmental agencies to provide for those agencies promotional activities similar or identical to those provided under this agreement. The bureau may create committees to investigate and make recommendations to the bureau and carry out any business delegated to it by the bureau. The bureau has no authority to enter into any agreement which purports to create any obligation or duty on the part of the City of Coos Bay, the City of North Bend, or the Coquille Indian Tribe, without prior written consent from each such party, and may not obligate, pledge the credit or encumber the property of any party to this agreement.

#### **Section 10. Budget.**

The bureau shall provide each council with a proposed budget on or before July 1 of each fiscal year. The bureau shall provide each council with an accounting of all monies spent by the bureau, on July 1 and January 1 of each year. Any of the councils may, at any time, order an audit of the records of the bureau.

#### **Section 11. Quarterly Reports.**

The bureau shall provide quarterly reports to each council detailing the activities of the bureau, the events and attractions which have been promoted by the bureau, and the funds spent to date. The quarterly report shall be made available to each council for the first regularly scheduled council meeting of each quarter. The councils may request, and the bureau shall provide, a representative to answer any questions that council may have regarding such report.

#### **Section 12. Termination.**

This agreement may be terminated by resolution, adopted by majority vote of the sitting members of any of the three governmental councils, stating that such government entity desires to terminate this intergovernmental agreement, and provide not less than sixty (60) days' notice prior to termination. At the time of termination, all appropriated but unexpended funds shall be first applied to pay all existing indebtedness of the bureau and shall then be disbursed to the government entities pro rata, based on the percentage of money contributed by each government entity to the VCB fund for that fiscal year.

Signatures

[Signatures omitted]

June, 2010

# Appendix J. Sample Bylaws for Nonprofit Organization

## Sample Bylaws <sup>12</sup>

Sample Organization Name  
City, State

### Article 1. Name and Purpose

#### Section 1. Name

Sample Organization will be the name of this organization. It shall be incorporated under the laws of the State of **your state**.

#### Section 2. Purpose

The organization is incorporated solely for charitable purposes. The purpose of the organization is:

- A. List purposes here
- B.

#### Section 3. Non-Discrimination Policy

Pursuant to Title VI of the Civil Rights Act of 1964, Section 504 of the Rehabilitation Act of 1973 and the Age Discrimination Act of 1975, Sample Organization recruits, employs, assigns and promotes staff, terminates employment, accepts patients, volunteers and board members, determines rates of pay and other benefits without discrimination on the basis of age, gender, sexual orientation, disability, ethnic identity, religion or creed.

### Article 2. Membership

The members of the corporation shall be the board of directors.

### Article 3. Board of Directors

#### Section 1. Powers and Duties of the Board

The board of directors shall manage the business, property and affairs of the organization, and may exercise and delegate any and all of the powers of the organization as it sees fit, subject only to restrictions imposed by statute, the organization articles of incorporation, and these bylaws. The board of directors shall establish corporate and administrative policies; authorize operational goals and objectives; emphasize overall corporate planning; authorize agreements and contracts; adopt the budget; approve committee appointments; provide for the maintenance of headquarters; employ, direct and discharge executive personnel; authorize meetings; review committee reports; and determine action to be taken. Board members shall actively participate in community outreach, gift solicitation, and event and campaign planning.

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<sup>12</sup> Goalbusters, LLC, (n.d.) Flagstaff, AZ [www.goalbusters.net/uploads/2/2/0/4/22040464/sample\\_nonprofit\\_bylaws.doc](http://www.goalbusters.net/uploads/2/2/0/4/22040464/sample_nonprofit_bylaws.doc). Used with permission.

**Section 2. Number of Directors and Compensation**

The board shall have up to X, but not fewer than X members. The board receives no compensation other than reasonable expenses.

**Section 3. Term**

Board members shall be elected to two-year terms and are eligible for election for up to two consecutive terms. Directors may be re-nominated for service on the board following a one-year absence from the board. Lifetime service to the organization is limited to eight years.

**Section 4. Elections**

The nominating committee will nominate one person for each of the available seats to be filled on the board of directors by October of each year. New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

**Section 5. Quorum**

A quorum will consist of a simple majority (51%) of the board of directors. A quorum of the board of directors must be present to conduct business.

**Section 6. Meetings**

Regular meetings of the board of directors shall be held as determined by the board. Special meetings of the board of directors may be held at any time upon twenty-four hour notice, oral or written, by the president, secretary, treasurer, or by three other members of the board of directors.

**Section 7. Notice of Meetings**

Written notice stating the place, date and hour of any regular meeting of the board of directors shall be delivered personally, electronically, or by mail to each director with a minimum of ten-days notice.

**Section 8. Electronic Meetings**

Members of the board of directors or any committee designated by the board may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence at such meeting.

**Section 9. Resignations, Termination and Absences**

Resignation from the board must be in writing and received by the president or the secretary. Board members may be excused from attendance upon notification to the president prior to the scheduled meeting. Board members shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

**Section 10. Vacancies**

Vacancies occurring on the board of directors may be filled at any time by appointment of the president with approval of two-thirds vote of the board of directors. The appointment will be for the unexpired term of the position. Fulfillment of appointed partial terms shall not count toward a director's term; appointed directors may serve additional full terms subject to term limitations addressed in section 3.

## **Article 4. Officers**

### **Section 1. General**

The officers of this corporation shall be president, president elect, past president, CEO or executive director, secretary, and treasurer. Each officer of this corporation shall be a member of the board of directors.

### **Section 2 . Election and Terms of Office**

All officers, except for the CEO, shall be elected for a one-year term with no more than two consecutive one-year terms in the same office. No one person may hold more than one office at the same time.

### **Section 3. Resignation and Removal**

Whenever, in the judgment of the board of directors, the best interests of the organization will be served, any officer may be removed from office by the affirmative vote of two-thirds of the board of directors. Any officer may resign at any time by delivering a written resignation to the president or the secretary.

### **Section 4. Vacancies**

In the event a vacancy occurs in any officer's position, it shall be filled in the following manner until the next annual election:

- First: The president elect shall assume the office.
- Second: In case of vacancy in the office of both president and president elect, the duties of the office of president shall be performed by the secretary, until replacements are elected by the board.
- Third: The board of directors shall elect replacements for all other vacancies.

### **Section 5. Duties and Responsibilities of Officers**

The officers shall possess such powers and perform such duties as shall be determined by the board of directors.

#### **A. The president of the board shall:**

- Preside at all meetings of the membership and all meetings of the board of directors and the executive committee;
- Perform other duties customary to the office of president, or as directed by the board of directors; and
- Be an ex officio non-voting member of all committees.

#### **B. The president elect of the board shall:**

- Perform such duties as the president and/or the board of directors may determine;
- In the absence of the president, shall perform the duties of the president; and

- Serve as chair of the strategic planning committee and an ex officio member of the nominating committee.

**C. The CEO shall:**

- Be appointed by the board of directors and shall serve as the salaried chief executive of sample organization;
- Be charged with the responsibility of operating, managing and directing the corporate business, including the employment of individuals to carry out the purposes of sample organization; and
- Execute bonds, mortgages and other contracts except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of sample organization.

**D. The past president of the board shall:**

- Perform such duties as the president and/or the board of directors may determine;
- Serve as chair of the nominating committee.

**E. The secretary shall:**

- Oversee notice and maintenance of the minutes of the meetings the board of directors, and the executive committee; and
- Perform other duties customary to the office of the secretary, and as may be required by the board of directors or the president of the board.

**F. The treasurer shall:**

- Be the custodian of the corporate funds of sample organization, however received, save and except for such funds as the board of directors may from time to time entrust to the care and use of designated paid employees of sample organization, to be used exclusively for the operation of sample organization;
- Serve as chair of the finance committee;
- Disburse the funds of sample organization as ordered by the board of directors;
- Oversee day-to-day authority for managing the finances of sample organization;
- Provide such financial reports and statements as the board of directors or executive committee may from time to time require or request; and
- Supervise the keeping and auditing of the accounts which shall be open at all times to inspection by the board of directors and the executive committee.

## **Article 5. Committees**

### **Section 1. Committee Formation**

The board may create committees as needed. The President appoints all committee chairs from the membership of the Board. Limited term task forces may be appointed by the President at any time with approval by the Executive Committee; standing and longer term committees shall be created with the affirmation of majority vote of the board.

## **Section 2. Executive Committee**

Board officers serve as the members of the executive committee. Except for the power to amend the articles of incorporation and bylaws, the executive committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board. The uncompensated members of the executive committee shall be responsible for conducting the performance review of the CEO.

## **Section 3. Finance Committee**

The treasurer is the chair of the finance committee, which has at minimum X members. The finance committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the executive committee.

### **Section 3.1. Audit Task Force**

The finance committee on an annual basis shall appoint an audit task force who shall monitor the audit process. The task force shall be chaired by a member of the board that does not serve on the finance committee and shall have at minimum two members from the finance committee represented.

## **Section 4. Strategic Planning**

The strategic planning committee shall be chaired by the president elect of the board and consist of not less than X members. The committee shall monitor the implementation of the strategic plan.

## **Section 5. Nominating Committee**

The nominating committee shall be chaired by the past president and consist of not less than X members. Members of the nominating committee are not eligible for officer positions. The president elect shall serve as an ex officio member of this committee. The committee shall be responsible for selecting a slate of directors and officers for consideration by the full board on an annual basis.

## **Article 6. Execution of Documents**

### **Section 1. Documents, Obligations and Disbursements**

Policies regarding documents, obligations and disbursements are set forth in the organization's operations policies which shall be reviewed on an annual basis by the board.

## **Article 7. Parliamentary Authority**

### **Section 1. Fiscal Year**

The designated fiscal year of this corporation shall be January 1st to December 31st.

### **Section 2. Parliamentary Authority**

The most recent edition of Robert's Rules of Order shall serve as the parliamentary authority for the organization.

## Article 8. Indemnification

### Section 1. General

Unless expressly prohibited by law, the corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or in testate, is or was a director, officer, employee or agent of the corporation or serves or served any other enterprise at the request of the corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

### Section 2. Limitation of Liability

Officers, directors and other persons who perform services for the corporation and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, or act or omission that was not in good faith and was beyond the scope of authority of the corporation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The corporation is liable only to the extent of the applicable limits of insurance coverage it maintains.

## Article 9. Amendments

### Section 1. Amendments

The governance committee shall review the bylaws annually. In order to amend the bylaws, notice of the proposed amendment shall be delivered personally, electronically or by mail to each member of the board of directors at least two weeks prior to the time of the vote on the proposed amendment. The bylaws shall be amended by a two-thirds vote of the board of directors.

Bylaws certified by board of directors:

Dated: \_\_\_\_\_

\_\_\_\_\_  
Secretary, Board of Directors

\_\_\_\_\_  
President, Board of Directors

# Appendix K: Sample Bylaws for an Intergovernmental Agency

## Bylaws of the Salmonberry Trail Intergovernmental Agency and Board of Directors

### Article 1. Name

The name of this organization shall be the Salmonberry Trail Intergovernmental Agency, hereinafter referred to as “agency.” The governing body of the agency is the Salmonberry Trail Board of Directors, hereinafter referred to as “board” or STB.

### Article 2. formation

The intergovernmental agency and board were formed through an intergovernmental agreement between the Oregon Department of Forestry (ODF), the Oregon Parks and Recreation Department (OPRD), Tillamook County, and the Port of Tillamook Bay (POTB).

### Article 3. Purpose

**Section 1. Purpose.** The purpose of the agency is to plan the development and maintenance of a multi-use trail within an eighty-six-mile rail corridor currently owned by Port of Tillamook Bay running from Banks to the Tillamook Airport through the canyon of the Salmonberry River and the Tillamook State Forest.

### Article 4. Organization of the Board

**Section 1. Directors.** The parties to the intergovernmental agreement shall each designate one official to be a director of the board and to accomplish the purposes set forth in Article III, Section 1. The officials to be designated shall be elected officials or chief administrative officers of the respective agencies. Directors shall also designate an alternate director who can attend meetings and act on behalf of the primary director. Directors may be added only through the unanimous consent of the existing members of the IGA and the subsequent adoption of an amendment to the IGA by each party.

**Section 2. Ex-officio Membership.** The board may appoint and remove ex-officio members. Ex-officio membership on the board is intended to be limited to those individuals and organizations that have or potentially have significant in-kind or other resources to contribute to the implementation of the concept plan. Ex-officio members are also called directors, but are non-voting directors; however, they can fully participate in discussions and deliberations of the board. The initial ex-officio directors of the board are representatives from: Washington County; Cycle Oregon; the Tillamook Forest Heritage Trust (TFHT); the Washington County Visitors Association; the Oregon State Senator from District 16; the Oregon State Representative from District 32; and the Governor’s Regional Solutions Team North Coast Coordinator.

**Section 3. Terms of Office.** Each director shall serve a term of office that is determined by their parent agency or organization.

**Section 4. Officers.** The board shall establish conveners or co-conveners whose role will be to call meetings, preside over and facilitate meetings, give an annual report, and perform other tasks as determined by the board. For calendar years 2015 and 2016, the co-conveners shall be the director of the ODF and the director of OPRD. In January 2017, a new convenueer or co-conveners shall be appointed or reappointed by the board through consensus of the directors.

**Section 5. Decision-Making.** The board shall strive for consensus on all decisions. However, if consensus



is not achievable within a reasonable period of time as determined by a majority of all directors, decisions shall be made by majority vote of all voting directors. No decisions, whether by consensus or by majority vote, can be made without a quorum.

**Section 6. Quorum.** A quorum shall be defined as attendance by a simple majority of the directors.

**Section 7. Responsibilities.** All ordinary business of the agency shall be under the sole care and management of the board. The board shall plan and implement the programs and activities of the agency.

**Section 8. Powers.** The board may exercise all the powers of the agency, including the authority to conduct its business as determined by the intergovernmental agreement which created the agency and board and as enumerated in ORS Chapter 190. The board's power shall rest in the lawful actions of the members, who meet in regular or special session. As individuals, board members shall hold no special authority over board business.

## Article 5. Committees

**Section 1. Advisory Committees.** The board may establish advisory committees or special committees as it deems necessary and appropriate. The board shall appoint chairs of advisory committees or of special committees that may be necessary to carry out the business of the board. Each committee chair shall select such members as are qualified and willing to serve on the committee.

**Section 2. Authority.** It shall be the function of committees to conduct research and make recommendations. They shall report in writing to the board. No advisory or special committee shall represent the board in advocacy of or opposition to any project without the specific confirmation of the board.

## Article 6. Trail Support Chapters

**Section 1. Formation of Trail Support Chapters.** The board may adopt articles establishing trail support chapters as the board deems necessary. Chapters shall be an unincorporated organization of individuals, community groups, businesses, local government agencies, or any combination thereof interested in the support, preservation, maintenance, and improvement of the Salmonberry Trail. The articles shall specify the operation of the chapters and define the relationship between the chapter and the board and their respective roles in supporting the Salmonberry Trail.

**Section 2. Nonprofit Trail Support Chapters.** The board may enter into an agreement with a qualified nonprofit corporation to be a trail support chapter. Such an agreement shall be similar to the articles approving an unincorporated trail support chapter.

## Article 7. Meetings of the Board of Directors

**Section 1. Regular Meetings of the Board.** The board shall hold regular meetings; the date, time, and place of which shall be fixed from time to time by the board. The convener or co-conveners may, for cause, cancel, or postpone a board meeting.

**Section 2. Special Meetings.** Special meetings of the board may be called by the convener or co-conveners.

**Section 3. Annual Meetings.** The first annual membership meeting of the intergovernmental agency shall

be held in October 2016. Thereafter, the annual membership meeting of the agency shall be held in October of each year at a date, time, and place designated by the board. The main purpose of the annual meeting will be to meet with the Salmonberry Coalition members as stated in paragraph 7 of the intergovernmental agreement establishing the agency.

**Section 4. Annual Report.** The board shall prepare and present an annual report at the annual meeting.

**Section 5. Records; Public Reports and Meetings.** The conduct of board meetings and all business of the board shall be conducted in accordance with ORS chapter 192.

## **Article 8. Amendment of Bylaws**

**Section 1. Amendment.** These bylaws may be altered, amended, repealed or added to by a consensus of the board, at a regular board meeting, consistent with Article 4, Section 5 of these bylaws.

