

**BYLAWS
ORS 190 ENTITY,
MID-WILLAMETTE VALLEY HOMELESS ALLIANCE**

I. DEFINITIONS

- A. "Alliance" means the Mid-Willamette Valley Homeless Alliance, a Continuum of Care (CoC) created by its governance charter.
- B. "Alliance Board of Directors" is the governing council of the Mid-Willamette Valley Homeless Alliance Continuum of Care as set out in its governance charter.
- C. "Board" refers to the Board of Directors of the ORS 190 Entity created by intergovernmental agreement.
- D. "Intergovernmental Agreement" means the legal agreement entered into by the governmental parties serving on the Alliance Board of Directors, effective August 13, 2020.
- E. "Member government" or "member" means a government which is a party to the intergovernmental agreement establishing the ORS 190 Entity.
- F. "Mid-Willamette Valley" means the geographic area within Marion and Polk counties.

II. ORGANIZATION NAME

Established pursuant to ORS 190.010, this organization shall be known as the ORS 190 Entity, Mid-Willamette Valley Homeless Alliance ("ORS 190 Entity").

III. PURPOSES

- A. To serve as the legal entity to support the Alliance, a Continuum of Care that promotes communitywide commitment to the goal of preventing and ending homelessness; provides funding for efforts by nonprofit providers and state, tribal, and local governments to quickly rehouse homeless individuals, including unaccompanied youth and families, while minimizing the trauma and dislocation caused to homeless individuals, families, and communities by homelessness; promotes access to and effective utilization of mainstream housing and homeless services programs by homeless individuals; optimizes self-sufficiency among individuals and families experiencing homelessness: and encourages cooperation and coordination among the government, nonprofit, and private providers of services to homeless individuals, including children and youth.
- B. To assure, through cooperation and pooling of common resources, maximum efficiency and economy in governmental operations will provide every citizen with the utmost value for every tax dollar.
- C. To attain the greatest degree of intergovernmental cooperation possible in the Mid-Willamette Valley to address the problems experienced by people who are homeless.

IV. **FUNCTIONS**

The ORS 190 Entity's primary function is to serve as the Collaborative Applicant to the Alliance (either directly or through contract with another party) and support administration of the Alliance as set forth in 24 CFR Part 578 and detailed in the Alliance's governance charter.

V. **POWERS**

The ORS 190 Entity shall have the power:

- A. To enter into agreements with the United States of America, State of Oregon, or any subdivision or agency or any municipal corporation for the purpose of obtaining financial aid or other participation in attaining the objectives and purposes of the Alliance.
- B. To enter into contracts for the provision of goods and services for terms not to exceed five years to effectuate the functions of the ORS 190 Entity, including the provisions of financial, purchasing, personnel, legal and other administrative services to the Alliance. Notwithstanding the foregoing limitation, the ORS 190 Entity may enter into real property lease agreements for terms not exceeding 20 years.
- C. To establish an office and sub-offices, as directed by the member governments.
- D. To approve an annual budget for the ORS 190 Entity.
- E. To appoint or contract with staff and assign duties, responsibilities, and authorities.
- F. To exercise any and all powers and functions authorized by law for an intergovernmental entity, including the powers conferred by ORS 190.080, necessary to effectuate the decisions of the Alliance Board of Directors.

VI. **FINANCE**

- A. **Fiscal Year.** The ORS 190 Entity's fiscal year shall begin on the first day of July in each year and end at midnight on the thirtieth day of June of the following year.
- B. **Member Contributions.** Each government member shall appropriate in its budget and contribute its share of the expenses of the ORS 190 Entity in accordance with the budget approved by the ORS 190 Entity Board, to the extent that revenues are available therefore insofar as each government member is concerned.
- C. **Grants and Contributions.** The ORS 190 Entity may accept grants and contributions from individuals and other entities for the benefit of the Alliance.
- D. **Budget.** The ORS 190 Entity member governments, through the Alliance governance charter, have agreed to provide funding for the Alliance to supplement Alliance operations, contingent on the member government's budgetary authority, as approved annually by the Alliance Board of Directors. The ORS 190 Entity's budget shall include each member government's designated contribution, in addition to funds necessary for the operation of the ORS 190 Entity, as approved by the ORS 190 Entity's Board.
- E. **Appropriations.** The ORS 190 Entity Board shall approve an annual appropriation to be used for Alliance expenses. Additional amounts may be authorized by the ORS 190 Entity Board contingent on availability of funds.

- F. **Accrual of Income**. Income collected by or credited to the ORS 190 Entity shall not accrue to the benefit of any private person, firm, or corporation, but shall accrue only to the Alliance.
- G. **Audits**. All funds, revenues, and expenditures of the ORS 190 Entity shall be audited at least annually and reported to the Board of Directors

VII. MEMBERSHIP

- A. **Membership**. Membership of the ORS 190 Entity shall consist of signatories of the Intergovernmental Agreement. Continued membership in good standing, including the right to vote, shall be conditioned upon being current in payment of member contributions.
- B. **Withdrawal**. Any member government may withdraw as a participating member in the ORS 190 Entity pursuant to the terms established in the Intergovernmental Agreement.
- C. **Removal**. A member government may be removed for non-payment, and only upon a two-thirds majority vote of the Board pursuant to the terms established in the Intergovernmental Agreement.

VIII. BOARD OF DIRECTORS

- A. **Board Authority and Membership**. The ORS 190 Entity Board shall consist of an elected public official or senior staff representative of each Member, as designated by the governing body of the Member. All power and authority of the ORS 190 Entity is vested in the Board, which shall govern and be the final authority in all matters related to the ORS 190 Entity. The Board may serve as the ORS 190 Entity's Budget Committee.
- B. **Board Alternates**. Board members may designate an Alternate for a single meeting who can attend in the board member's place if the member must miss a meeting. Prior to the board meeting, absent Board members or their designee must communicate in writing to CoC staff confirming the Alternate's attendance and granting authority for the Alternate to vote. In the alternative, board members may designate a permanent alternate, provided that the alternate is an elected public official or senior staff member.
- C. **Public Meetings Law**. The Board is a public body subject to the public meetings and record laws as stated in ORS Chapter 192. All meetings will be open to the public.
- D. **Annual Meetings**. The Board shall meet at least once annually. The Board will provide for and give public notice, reasonably calculated to give actual notice, to Board members, interested persons, news media that have requested notice, and general public notice. Notice shall include the time and place for the annual meeting. The notice will also include a list of the primary subjects anticipated to be considered at the meeting.
- E. **Special Meetings**. Special meetings of Board may be called by the Board President, or by a majority of the Board, by notifying all members and the general public through a news media notice not less than 24 hours prior to the time of the special meeting. When possible, notice should be provided as soon as possible to encourage public participation.

- F. **Quorum.** A majority, defined as 50% plus one, of the appointed, voting Board membership will constitute a quorum for the transaction of all business at Board meetings. Members may attend either in person or by conference call so long as persons in attendance and on the telephone can both hear and communicate with each other. Members attending by telephone or similar contemporaneous means may be counted towards achieving a quorum.
- G. **Decision Making Procedure.** Each Board member will be entitled to one vote on all issues presented at meetings at which the member is present. Decision-making shall be accomplished by majority vote. Majority is defined as a majority of the appointed, voting Board membership.
- H. **Board Administrator.** The Board will appoint a Board Administrator annually by majority vote and may remove an appointed Board Administrator by majority vote at an annual or special board meeting. The Board Administrator is responsible for meeting preparation, including locating, reserving, and preparing the meeting space; compiling background materials and reports; taking attendance at meetings; and providing facilitation, as needed. The Board Administrator will publish meeting notices, prepare meeting minutes, maintain ORS 190 Entity records, and perform other duties as determined by the Board. The Board Administrator may serve as the ORS 190 Entity Budget Officer, unless otherwise approved by a majority of the Board. As Budget Officer, the Board Administrator will prepare the annual ORS 190 Entity budget and assure compliance with local budget law.
- I. **Minutes.** The Board Administrator will cause meeting minutes to be prepared. Minutes will include a list of the members present, motions, proposals, resolutions, and orders proposed and their disposition, the results of all votes and a vote by each member by name, the substance of any discussions on any matter, and reference to any document discussed at that meeting. Minutes will be distributed to the membership at least one week prior to the monthly meeting.
- J. **Agendas.** Items may be placed on a meeting agenda by the Board officers, by any Board member, or by the Board Administrator. The agenda will be distributed to members at least one week prior to the annual meeting and not less than 24 hours prior to the time of a special meeting.

IX. BOARD OFFICERS

- A. **Election of Officers.** The Board will accept nominations and elect a President and Vice-President annually.
- B. **Terms.** The terms of Board officers shall be one year. Officers may be re-appointed for additional terms.
- C. **Duties of President.** The President will act as leader of the convened meeting and as the parliamentarian. The President will enforce Board policies and membership rules and will guide the conduct of public meetings. The President is the official Board representative and shall be the primary spokesperson to the media. With Board authorization, as expressed by motion or by resolution, the President may sign on behalf of the ORS 190 Entity any agreement or other document necessary to implement the functions and powers of the ORS 190 Entity. The President may assume such other

responsibilities as are deemed necessary for the proper functioning of the ORS 190 Entity with prior concurrence of the Board.

- D. **Duties of Vice-President.** In the absence of the President, the Vice-President will assume the President's responsibilities. If neither the President nor Vice-President is available for a public meeting, then the assembled quorum of the meeting will select a temporary chairperson to conduct the meeting.
- E. **Board Leadership.** The President and Vice-President may meet prior to any annual or special meeting to prepare the meeting agenda.

X. CONFLICT OF INTEREST AND CODE OF CONDUCT

- A. **Adherence to MWVHA Conflict of Interest Policy.** ORS 190 Entity Board members are expected to adhere to the CoC Conflict of Interest Policy and Code of Conduct, described in Article III of the MWVHA Governance Charter.
- B. **Annual Declarations.** ORS 190 Entity Board members will annually receive a copy of the CoC Conflict of Interest Policy and Code of Conduct, sign the CoC's forms, and submit the forms to CoC staff.
- C. **Definitions.**
 - 1. Conflict of Interest definitions aligning with federal statute are:
 - a. **Conflict of Interest** generally means a situation in which members or their immediate family member have, directly themselves or indirectly through another individual or entity, a personal or financial interest that compromises or could compromise the members' independence of judgment in exercising their responsibilities to the CoC.
 - b. **Prohibited Conflict of Interest** means a conflict of interest that would prevent a member from serving on the CoC Board or Performance and Evaluation Committee or participating in any of the board or committee activities. A member who has a potential or actual Prohibited Conflict of Interest must resign from the CoC Board or Performance and Evaluation Committee. Prohibited Conflicts of Interest include: CoC compensation and employment; loans; federal employee status; use of CoC equipment, facilities, assets, or staff time for non-CoC purposes; and acceptance of gifts, gratuities, favors, or anything of monetary value.
 - c. **Issue-Specific Conflict of Interest** means a conflict of interest that would prevent a member from voting on or being present during the discussion of a specific issue, such as votes on contracts and CoC leadership.
 - d. **Organizational Conflict of Interest** means a conflict that arises when, because of activities or relationships with other persons or organizations, the CoC Board member or Performance and Evaluation Committee member is unable or potentially unable to render impartial assistance in exercising their duties or obligations to the CoC, or when that member's objectivity in performing their work is or might be otherwise impaired. Such an organizational conflict would arise when a member of a participates in a decision concerning the award of a grant, or provision of other financial benefits, to an organization with which such member is Closely Associated. An organizational conflict may also arise if the

CoC Board member or Performance and Evaluation Committee member, because of their status as a member, participates in a decision-making process that might result in an award of funding to an entity with which the member is Closely Associated, or gains information from their status as a member in a way that would benefit an entity with which the member is Closely Associated.

2. Oregon Revised Statutes Chapter 244 defines actual and potential conflict of interests for members of public bodies. No Board member shall participate in a decision in which he or she has a private pecuniary interest. Affected members shall disqualify themselves from participation by written notification to the Board, as required by ORS 244.120. In addition, no Board member may participate in or influence discussions or resulting decisions concerning the award of a grant or other financial benefits to the organization that the member represents, pursuant to 24 CFR part 578.95.
 - a. **A potential conflict of interest** exists when a Board member takes an action that reasonably could be expected to have a financial impact on that member, a relative, or a business with which the member or member's relative is associated. The member may participate in an action after declaring the potential conflict and announcing its nature.
 - b. **An actual conflict of interest** exists when an action is reasonably certain to result in a special benefit or detriment to the member, a relative, or a business with which the member or member's relative is associated. The member will declare the actual conflict and announce its nature. The member must then refrain from taking any official action, except when the member's vote is necessary to achieve a quorum. When a vote is necessary to achieve a quorum, the member may vote, but may not participate in any discussion or debate on the issue out of which the actual conflict arises.

XI. PARLIAMENTARY PROCEDURE

Questions of parliamentary practice shall be decided according to the current edition of Robert's Rules of Order. Individuals who participate in meetings by telephone or similar contemporaneous means are considered present for purposes of parliamentary rules.

XII. INTERGOVERNMENTAL AGREEMENT

These bylaws are intended to constitute an agreement for intergovernmental cooperation by units of local government under ORS 190.010 to 190.110 inclusive, in performing functions and providing services which all of the parties have authority to perform and provide. For purposes of ORS 190.010 to 190.110, the organization created by these bylaws to perform certain functions and activities herein set forth shall carry out those functions by a combination of methods provided for in ORS 190.020.8 (b) Nothing in these Bylaws is intended to affect the nature of the ORS 190 Entity as an instrumentality of government or as an intergovernmental entity or to otherwise affect its ongoing organizational status.

XIII. AMENDMENTS

These bylaws may be amended by a 3/4 majority vote of the appointed, voting Board membership. Copies of proposed amendments will be available for review at least one week prior to the Board meeting at which the proposed amendments are considered. The Board will review the bylaws at least every three years.

Revised October 13, 2022

Revised August 12, 2021