

BEFORE THE BOARD OF COMMISSIONERS
FOR TILLAMOOK COUNTY, OREGON

In the Matter of Adopting an Ordinance)
creating an intergovernmental entity to be) ORDINANCE
known as the Northwest Senior & Disability) # 65
Services and Declaring an Emergency)

This matter came before the Tillamook County Board of Commissioners at its regularly scheduled public meeting on Wednesday, February 9, 2005 , to consider adopting an ordinance creating an intergovernmental entity known as the Northwest Senior & Disability Services.

THE TILLAMOOK COUNTY BOARD OF COMMISSIONERS ORDAINS AS FOLLOWS:

SECTION 1. Intent.

- A. It is the intent of the Tillamook County Board of Commissioners to create, along with other parties, an intergovernmental entity pursuant to ORS 190.003 through 190.110 to be known as the Northwest Senior & Disability Services.
- B. The following units of local government have agreed to participate as members of the entity along with Tillamook County: Marion County, Clatsop County, Polk County and Yamhill County.

SECTION 2. Public Purpose.

- A. An intergovernmental entity to be known as the Northwest Senior & Disability Services is hereby authorized to be created by intergovernmental agreement between Marion, Polk, Clatsop, Tillamook and Yamhill Counties. The Board will execute the attached intergovernmental agreement establishing the entity pursuant to the terms of this ordinance.
- B. The entity is created to be responsible for managing senior and disability services for the purpose of providing a Type B Transfer Area Agency on Aging, under ORS Chapter 410.
- C. It is in the public interest of the citizens of Tillamook County to create the entity.

SECTION 3. Powers, Duties and Functions.

- A. Upon execution of the implementing intergovernmental agreement among Marion, Clatsop, Polk, Tillamook and Yamhill Counties, the entity shall have the responsibility and authority of its members in the area of senior and disability services, as more particularly set forth in the attached charter and intergovernmental agreement.

B. The entity shall have the authority to enter into contracts with other public and private entities, adopt revenue and expenditure budgets, make, adopt and amend bylaws, appoint members and committees, and to exercise other powers essential to fulfilling the functions and duties of the entity as provided in ORS 190.030(1) and in implementing the intergovernmental agreement described in this ordinance.

SECTION 4. Effective Date.

The entity shall be created upon execution by all parties of the intergovernmental agreement described in this ordinance.

SECTION 5. Emergency Clause.

This ordinance being necessary for the immediate preservation of the public health, safety and welfare of the citizens of Tillamook County, an emergency is declared to exist and this ordinance will take effect immediately upon passage.

Date of First Reading: January 26, 2005

Date of Second Reading: February 9, 2005

DATED THIS 9 DAY OF February, 2005.

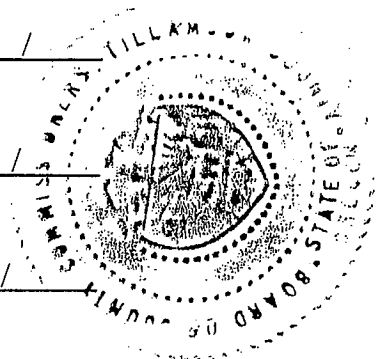
**THE BOARD OF COMMISSIONERS
FOR TILLAMOOK COUNTY, OREGON**

Aye Nay Abstain/absent

Charles J. Hurliman
Charles J. Hurliman, Chair

Tim Josi
Tim Josi, Vice-Chair

Mark Labhart
Mark Labhart, Commissioner



ATTEST: Tassi O'Neil,
County Clerk

APPROVED AS TO FORM:

By Mary A. Sargent
Special Deputy

William K. Sargent
William K. Sargent, County Counsel

CHARTER OF #3557
NORTHWEST SENIOR AND DISABILITY SERVICES
Established by Amendments to
MID-WILLAMETTE VALLEY SENIOR SERVICES AGENCY
CHARTER

FILED
APR 19 2005
8:40am
TASSI O'NEIL
COUNTY CLERK

PREAMBLE

WHEREAS, the Oregon Legislature during its 1981 Session enacted Senate Bill 955 (ORS Chapter 784), hereinafter referred to as SB 955; AND

WHEREAS, said legislation provides for units of general purpose local government to join together to be designated as a Type B Transfer Area Agency on Aging for programs pursuant to SB 955; AND

WHEREAS, the counties of Clatsop, Marion, Polk, Tillamook and Yamhill are desirous of expanding the inter-governmental consortium known as Mid-Willamette Valley Senior Services to pursue designation as a Type B-2 Transfer Area Agency on Aging; AND

A. WHEREAS Clatsop County has passed a Resolution and Order dated January 28, 2004 to join Mid-Willamette Valley Senior Services;

AND

WHEREAS Tillamook County has passed Resolution R-04-4 dated January 28, 2004 to join Mid-Willamette Valley Senior Services Agency; AND

WHEREAS the current Board of Mid-Willamette Valley Senior Services Agency has both declared similar intent and has accepted the resolutions passed by Clatsop and Tillamook Counties in passing Resolution 03/04-1 dated March 29, 2004 requesting to join the existing intergovernmental cooperative of Marion, Polk and Yamhill Counties known as Mid-Willamette Valley Senior Services Agency (MWVSSA); AND

B. WHEREAS these five counties have decided to change the name of Mid-Willamette Valley Senior Services Agency (MWVSSA) to North West Senior and Disability Services (NWSDS), AND

WHEREAS, the County Commissioners of these five counties met on July 29, 2004, to amend the current charter of Mid-Willamette Valley Senior Services Agency and unanimously propose, THAT

NOW THEREFORE, the counties of Clatsop, Marion, Polk, Tillamook and Yamhill, Oregon hereby jointly establish North West Senior and Disability

Services, an expansion of the Agency formerly known as Mid-Willamette Valley Senior Services Agency, to be governed by the following articles:

ARTICLE I: AUTHORITY

- A. This Charter and Agreement is made and entered into pursuant to ORS Chapters 190 and 784, by and among the counties of Clatsop, Marion, Polk, Tillamook and Yamhill, each a political subdivision of the State of Oregon.

ARTICLE II: NAME

- A. The voluntary association of governments established by amendment of this charter and agreement shall be known NorthWest Senior and Disability Services, hereinafter referred to as the AGENCY.

ARTICLE III: PURPOSE

- A. The purpose of the AGENCY is to develop a comprehensive and coordinated system for the delivery of services to those elderly persons and people with disabilities in greatest economic or social need eligible for programs operated by the AGENCY.
- B. The AGENCY shall give emphasis to services that meet the special needs of elderly persons and people with disabilities and assist them to receive,

within available resources, the necessary care to remain in the least restrictive setting.

- C. The AGENCY shall act as an advocate on behalf of its clients by monitoring, evaluating and commenting upon, as appropriate, all policies, programs, hearings, levies, and community actions which affect the elderly and persons with disabilities.

ARTICLE IV: SERVICE AREA

- A. The geographic area served by the AGENCY shall be Clatsop, Marion, Polk, Tillamook and Yamhill counties in Oregon.

ARTICLE V: BOARD OF DIRECTORS

- A. The AGENCY shall be governed by a Board of Directors, hereinafter referred to as BOARD, comprised of one (1) Designated Commissioner from each of the five (5) counties with the provision that if any one of the five designated Commissioners is unable to participate in a BOARD meeting, any other Commissioner from the County represented by the absent Commissioner may, by mutual agreement of the Commissioners from that County, be designated to temporarily serve as a Board member for the scheduled meeting. Such a temporary designation is in effect only for that

single meeting. Any designated Commissioner to the Board has authority to speak and/or act for the entire County.

B. The BOARD shall have the power to:

1. 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 AGENCY.
2. Enter into contractual relationships with public or private agencies or firms.
3. Establish an office and sub-offices as needed.
4. Adopt a budget indicating the anticipated revenues and proposed expenditures of the AGENCY.
5. Enter into agreements for the provision of financial, purchasing, personnel, legal and other auxiliary services to the AGENCY.
6. Lease facilities and equipment as needed to carry out the operations of the AGENCY.
7. Make, adopt and amend bylaws consistent with this Charter and Agreement.

8. Such other powers as are necessary to enable the BOARD to carry out its functions and duties or which are implied by this Charter and Agreement.
- C. The BOARD shall elect a Chair and Vice Chair by a majority vote at the first BOARD meeting after the adoption of this amended Charter and thereafter, the first meeting after the beginning of each fiscal year thereafter for a term of service not to exceed the time period between elections. The Chair and Vice Chair shall be from different counties.
- D. The BOARD shall hire and exercise all authority for determination of duties and performance review, setting of salary and benefits, and related matters, for the Executive Director. The Executive Director must meet minimum qualifications established by the State of Oregon Department of Human Services, Seniors & People With Disabilities Division, hereinafter referred to as SPD, and shall serve with the continuing approval of the BOARD and the Administrator of SPD. The Executive Director shall serve as the Chief Executive Officer of the AGENCY and Secretary to the BOARD.
- E. The Chair, Vice Chair and the Executive Director shall be empowered to execute, on behalf of the AGENCY, all plans, grants, contracts, agreements,

applications, certifications and similar documents as approved by the BOARD or allowed by the Contract Review Board Rules of North West Senior and Disability Services. The Chair of the BOARD shall be empowered to take action on behalf of the BOARD in the absence of a quorum or in between meetings. Full accountability of any such actions by the Chair shall be presented in full at the next regularly scheduled meeting of the BOARD. The signature of any of the persons empowered to execute documents on behalf of the AGENCY shall be sufficient to bind the AGENCY.

F. The BOARD shall meet at such times and places as may be agreed to by a majority of the BOARD in conformance with Oregon Public Meetings Law. The Chair or a majority of the BOARD may set special or emergency meetings.

G. Unless provided otherwise herein, all decisions of the BOARD shall be by not less than three (3) affirmative votes of the BOARD.

A quorum of the BOARD shall consist of a total of not less than three (3) of the five (5) members.

H. Except as otherwise provided herein, meetings of the BOARD and the

Advisory Councils described in Article VI below, shall follow Roberts Rules of Order, as amended.

- I. The Board shall establish a Budget Committee. The Budget Committee shall consist of one Commissioner from each County and three (3) members from the Senior Advisory Council (SAC) and three (3) members of the Disability Services Advisory Council (DSAC). Budget Committee Members shall serve a two-year term coinciding with the dates of the biennium. Budget Committee members shall be eligible for reappointment. The Budget Committee shall elect its own Chair and Secretary. The Executive Director shall be the Budget Officer. The Budget Committee shall be responsible for reviewing and making recommendations to the Board of Directors regarding the adoption of the annual operating budget of the Agency, and as may be either necessary or desirable, reviewing and making recommendations to the Board of Directors on any proposed changes or amendments to the annual operating budget of the Agency after initial approval of such budget. A quorum of the Budget Committee shall be six (6) members with at least one representative of each of the five (5) counties. A minimum of six (6) votes, including at least one from each

County, shall be necessary to forward recommendations to the Board of Directors. All meetings of the Budget Committee shall be conducted in conformity with Oregon Public Budgeting statutes and Oregon Public Meeting statutes.

ARTICLE VI: ADVISORY COUNCILS

- A. There is hereby created two Advisory Councils to the BOARD. A Senior Advisory Council (SAC) and a Disability Services Advisory Council (DSAC).
- B. The function of the Advisory Councils is to advise the BOARD and the Executive Director on the needs of clients to be served by the AGENCY, the general well being of elderly and persons with disabilities in the area served by the AGENCY, and on important matters affecting the operations of the AGENCY except for matters relating to the Collective Bargaining Agreement, litigation, personnel administration, pay and benefits of staff.
- C. Appointment of the members of the Advisory Councils shall be made by the BOARD.
- D. Membership of the Advisory Councils shall include consumers of services under SPD programs, including low income, minority and persons with

disabilities.

1. The Senior Advisory Council (SAC) shall consist of twenty-seven (27) members. Representation shall be proportionate to the 60-plus population in these five (5) counties. (Based on the current 60-plus population, representation is as follows:
Clatsop, 2; Marion, 15; Polk, 4; Tillamook, 2 and Yamhill, 4)
 2. The Disability Services Advisory Council (DSAC) shall consist of fifteen (15) members with two (2) from each county and five (5) at large.
- E. The Advisory Councils shall recommend basic policy guidelines on the operation of the client-related activities of the AGENCY and advise the BOARD on questions of client-related policy. Further, the Advisory Councils shall, in a timely manner, advise the Executive Director and BOARD with respect to the development of the area plan and budget, and review and comment on the contemplated area plan and budget prior to its transmittal to the Department of Human Services (DHS).
- F. The Advisory Councils shall review and evaluate the effectiveness of the AGENCY in meeting the needs of elderly and disabled persons in the

planning and service area. The Councils shall meet at least once every three months. All meetings, including those of subcommittees, shall be conducted pursuant to Oregon Public Meetings Law.

- G. Notice of vacancies in membership on the Advisory Councils shall be published in newspapers of general circulation, and nominations shall be sought from city councils, appropriate senior or disabled groups and other organizations.
- H. The BOARD may also designate other advisory bodies of limited duration and scope.
- I. The BOARD shall establish and/or adopt rules and/or by-laws to govern the structure, role, and function of the Advisory Councils and any other advisory bodies designated. All such bodies shall also operate in conformity with State and/or Federal law, rule, regulation and policy.

ARTICLE VII: FISCAL YEAR

- A. The Fiscal Year of the AGENCY shall commence on July 1 and end on June 30 twelve (12) months hence.

ARTICLE VIII: POWERS AND RESPONSIBILITY

- A. The counties of Clatsop, Marion, Polk, Tillamook and Yamhill, as units of

general local government with power to levy taxes, spend funds, and with general corporate and police powers, have full statutory and constitutional authority and powers, under statutes of the State of Oregon, and as required by ORS 410 et seq, to enact such an AGENCY and this amended agreement.

- B. The AGENCY that has been established pursuant to this amended agreement as the responsible organization to act as grantee on behalf of the member governments of the AGENCY, to manage and administer programs and funds and act as depository for funds received pursuant to this amended agreement, is a voluntary association of governments, established pursuant to ORS 190.010, 190.030, 190.110, 190.210, and 190.220. The AGENCY shall have the authority to perform any and all functions and activities of its member governments under this Charter, and is vested with all powers, rights, duties, and functions specified in SB 955.
- C. North West Senior and Disability Services, the successor to Mid-Willamette Valley Senior Services Agency, is hereby bound to all contractual obligations entered into by Mid-Willamette Valley Senior Services Agency.
- D. The AGENCY is not prevented by state or local law from taking effect in the entire geographic area to be served.

ARTICLE IX: TERMINATION AND DISSOLUTION

- A. Any party hereto may withdraw as a participating member under this Charter at the termination of the fiscal year by notifying the Board of Directors at least 90 (ninety) days prior to the end of the fiscal year of its intention to so withdraw.
- B. In the event of withdrawal by a party hereto, the Board shall determine the portion of the AGENCY assets, if any, to which the withdrawing government shall be entitled. Any indebtedness incurred by the AGENCY on behalf of a party which is withdrawing shall remain an obligation of that party.

ARTICLE X: AMENDMENT

- A. This Charter may be amended from time to time upon the affirmative vote of not less than a majority vote of each Board of Commissioners which is a party hereto.
- B. At any time any other general purpose local government in the service area or any area that also meets the Federal and/or State definition of a service area, shall desire to become a party hereto, the BOARD shall give due consideration to such participation. Unless waived by action of the Board,


notice of such interest on the part of other general purpose local governments in this matter must be received not later than one hundred eighty (180) days prior to the beginning of the fiscal year in which they wish to participate. Unless waived by action of the Board, no new party can become a party hereto except on the first day of each fiscal year.

ARTICLE XI: DATE OF EFFECT

A. This Charter shall take effect upon the date of its execution given herein and shall be in continuous effect from the date until dissolution of the AGENCY as herein provided.

IN WITNESS WHEREOF, this agreement is executed by the parties hereto, acting as NorthWest Senior and Disability Services, acting by and through their duly elected commissioners, this Fourteenth day of April, 2005.

Approved by Legal Counsel:



Date: 1/31/05

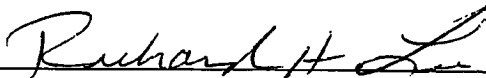
BOARD OF COMMISSIONERS
Clatsop County, Oregon



Lylla Gaebel



Bob Green Patricia Roberts



Richard Lee

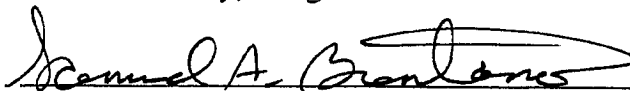


Sam Patrick

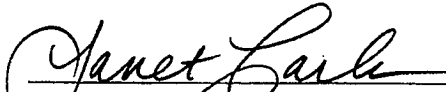


Helen Westbrook

BOARD OF COMMISSIONERS
Marion County, Oregon



Commissioner Sam Brentano

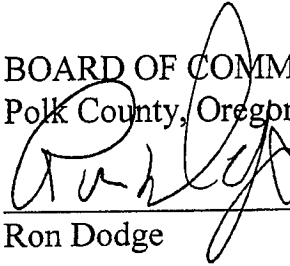


Commissioner Janet Carlson

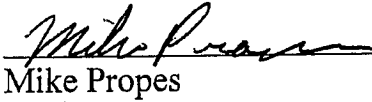


Commissioner Patti Milne

BOARD OF COMMISSIONERS
Polk County, Oregon



Ron Dodge

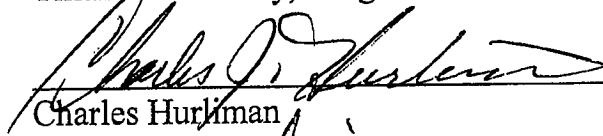


Mike Propes

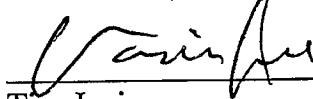


Tom Ritchey

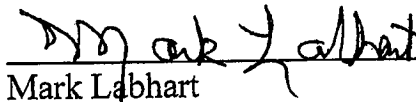
BOARD OF COMMISSIONERS
Tillamook County, Oregon



Charles Hurliman

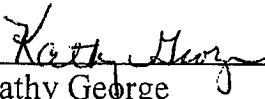


Tim Josi

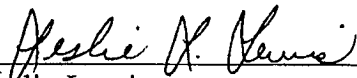


Mark Labhart

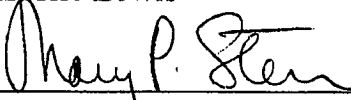
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Yamhill County, Oregon



Kathy George



Leslie Lewis



Mary Stern