

BYLAWS

CROOK COUNTY ROAD AGENCY

ARTICLE I. NAME AND AUTHORITY

- 1.1 *Name*: The name of the entity is the Crook County Road Agency (“Agency”).
- 1.2 *Authority*: The Agency is created as an intergovernmental entity under ORS Chapter 190 pursuant to an Intergovernmental Agreement (“IGA”) between Crook County and the City of Prineville, effective February 1, 2023, as amended.

ARTICLE II. PURPOSE

- 2.1 *Purpose*: The Agency’s purposes include receiving and distributing U.S. Forest Service Secure Rural Schools (“SRS”) funds for road construction in Crook County, Oregon, and performing all other necessary or appropriate functions related thereto.

ARTICLE III. BOARD OF DIRECTORS

- 3.1 *Governing Body*: The Agency shall be governed by a Board of Directors (“Board”) consisting of three (3) members:
- a. One member appointed by Crook County;
 - b. One member appointed by the City of Prineville;
 - c. One member jointly appointed by the other two Board members.
- 3.2 *Term*: Board members shall serve terms as determined by their appointing authorities. Vacancies shall be filled by the appointing entity in accordance with the IGA.
- 3.3 *Officers*: The Board shall elect a Chair and Vice-Chair from among its members at the first meeting of each calendar year.
- 3.4 *Meetings*:
- a. Regular meetings shall be held at least quarterly, at a time and place designated by the Board.
 - b. Special meetings may be called by the Chair or by a majority of the Board.
 - c. Meetings shall comply with Oregon’s public meetings law (ORS 192.610 to 192.690).
- 3.5 *Quorum and Voting*: A quorum shall consist of half plus one of the Board’s members. All actions of the Board require the affirmative vote of a majority of the whole membership.
- 3.6 *Rules of Order*: The Board shall use Robert’s Rules of Order (11th Edition) as a guide for conducting meetings, to the extent not inconsistent with these Bylaws or applicable law.

ARTICLE IV. POWERS AND DUTIES

4.1 The Board shall have the authority and responsibility to:

- a. Adopt bylaws, rules, regulations, and policies as necessary to further the Agency's purposes (IGA §1.3.2; §2.2.1.a);
- b. Oversee the development and operation of the Agency;
- c. Enter into contracts for goods and services;
- d. Approve and adopt an annual budget in compliance with Oregon Local Budget Law (ORS 294.900 to 294.930);
- e. Appoint advisory boards, as needed;
- f. Recommend and monitor expenditures consistent with ORS 368.705 to 368.722;
- g. Exercise any other powers granted by the IGA and applicable law.

ARTICLE V. FINANCES

5.1 *Budget and Funding:*

- a. The Agency shall prepare and adopt an annual operating budget in compliance with Oregon Local Budget Law.
- b. The budget shall be adopted by the Board on behalf of the Agency and shall be on a fiscal year basis beginning July 1 of each year (IGA §3.1).
- c. All expenses of the Agency shall be funded by Crook County, as provided in the IGA (§3.3).

5.2 *Revenue:* Revenue or fees derived from Agency activities shall be allocated in accordance with Oregon Local Budget Law and the IGA (§3.4).

ARTICLE VI. INDEMNIFICATION AND INSURANCE

6.1 *Indemnification:* The Agency and Crook County jointly and severally release and indemnify the City of Prineville as set forth in the IGA (§6.3).

6.2 *Insurance:* The Agency shall obtain and maintain insurance as required by the IGA (§6.1).

ARTICLE VII. AMENDMENTS

7.1 These Bylaws may be amended by a majority vote of the Board at any regular or special meeting, provided that notice of the proposed amendment is given in advance of the meeting.

ARTICLE VIII. EFFECTIVE DATE

8.1 These Bylaws shall take effect upon adoption by the Board.

CERTIFICATION

The foregoing Bylaws were adopted by the Board of Directors of the Crook County Road Agency on [Insert Date].

Chair, Board of Directors

Vice-Chair, Board of Directors