

18. NORTHWEST SENIOR AND DISABILITY SERVICES

18.1 PREAMBLE

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

18.2 AUTHORITY

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

18.3 NAME

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

18.4 PURPOSE

18.4.1 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.

18.4.2 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.

18.4.3 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.

18.5 SERVICE AREA

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

18.6 BOARD OF DIRECTORS

18.6.1 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.

18.6.2 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.

18.6.3 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.

18.6.4 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.

18.6.5 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 Northwest 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.

18.6.6 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.

18.6.7 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.

18.6.8 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.

18.6.9 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.

18.7 ADVISORY COUNCILS

18.7.1 There is hereby created two Advisory Councils to the BOARD. A Senior Advisory Council (SAC) and a Disability Services Advisory Council (DSAC).

18.7.2 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 welfare 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.

18.7.3 Appointment of the members of the Advisory Councils shall be made by the BOARD.

18.7.4 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.

18.7.5 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).

18.7.6 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.

18.7.7 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.

18.7.8 The BOARD may also designate other advisory bodies of limited duration and scope.

18.7.9 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.

18.8 FISCAL YEAR

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

18.9 POWERS AND RESPONSIBILITY

18.9.1 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.

18.9.2 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.

18.9.3 Northwest Senior & 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.

18.9.4 The AGENCY is not prevented by state or local law from taking effect in the entire geographic area to be served.

18.10 TERMINATION AND DISSOLUTION

18.10.1 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.

18.10.2 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.

18.11 AMENDMENT

18.11.1 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.

18.11.2 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.

18.11.3 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.