

## ASSOCIATION OF CENTRAL OKLAHOMA GOVERNMENTS

Financing for the preparation of this report was partly provided by the U.S. Environmental Protection Agency, the Oklahoma Department of Economic and Community Affairs, the U.S. Department of Transportation, Oklahoma Department of Transportation and local dues.

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## AMENDMENT

### SECTION I – Duration of Agreement.

(A) The duration of this agreement shall be extended five (5) years from March 31, 1983, as adopted by the Board of Directors on that date.

Amendment adopted March 31, 1983

### AGREEMENT CREATING THE ASSOCIATION OF CENTRAL OKLAHOMA GOVERNMENTS

WHEREAS, the 30<sup>th</sup> Oklahoma Legislature enacted Title 74, O.S. (1971) § 1001 – 1008a permitting public agencies to enter into agreements with one another for joint or cooperative action pursuant to the provisions of said act; and

WHEREAS, pursuant thereto, it is the purpose and desire of the undersigned public agencies to create a Council of Governments to enable said public agencies to more efficiently use their powers by cooperating with each other on a basis of mutual advantage and thereby provide services and facilities in a manner and pursuant to a form that will accord best with geographic, economic, population and other factors influencing the needs and development of said public agencies.

NOW, THEREFORE, the Association of Central Oklahoma Governments is hereby created by agreement of the parties hereto, under the authority of Title 74, O.S. (1971) § 1001 – 1008a, in accordance with the following provisions:

The Agreement For The Organization of Association of Central Oklahoma Governments, dated June 26, 1966, is hereby amended in its entirety to read as hereinafter provided.

## SECTION 1

### Duration of Agreement and Organization Created Thereby

(A) The duration of this agreement shall be five (5) years from the effective date of approval by the appropriate approving officials.

(B) The Board of Directors created pursuant to this agreement shall review the agreement and the entity created annually and make recommendations therefor. The same procedure concerning annual review by the Board of Directors shall be applied to the entity created at the end of the entity's fifth (5<sup>th</sup>) year of existence and recommend continuing or ceasing.

(C) There is hereby created a third entity which shall be separate and apart from the signatory members hereto, and shall owe its legal existence to this agreement. Said entity shall be known as "Association of Central Oklahoma Governments," herein referred to as ACOG, and shall be a separate legal entity for the purposes that are set forth in this agreement.

(D) ACOG is a voluntary association with membership open to all units of general local government within the delineated Sub-State Planning Region 8, as established pursuant to Governor's Executive Order of May 21, 1971.

(E) ACOG Membership:

(a) Units of local government may join ACOG by: passage of an ordinance, resolution or otherwise, pursuant to law of the governing body of the unit of local government seeking membership, and signing of this agreement.

Units of local Government joining ACOG shall be designated as "members."

The various attributes of membership concerning voting, dues and the like are detailed in Sections I and II of this agreement. Each respective local unit of government in the ACOG region shall select its voting member to the association. They shall select not more than two (2) alternate members by the same process. Either of the alternate members may serve in the absence of the regular selected representative and have all the voting privileges and rights of the regular selected representative and such representative shall be a member of the governing board.

Such appointment shall be in writing and shall specify the power or powers delegated thereto and shall be filed with the ACOG Board of Directors, duly signed by the appointing authority. Provided, however, such alternatives shall be elected officials from the appropriate local unit of government or public agency.

(b) Board of Directors of ACOG; Creation and Selection:

There is hereby created a Board of Directors of ACOG which shall serve as the governing body of ACOG. Each individual on the Board of Directors shall be designated as a "Director" and as such, shall have all the attributes of a Director as so stated in Article IV of this agreement.

The Board of Directors shall be selected as follows:

- (1) The Governing Board of each county that is a member of ACOG shall select one (1) member from the Board of County Commissioners who shall be designated as a Director.
- (2) The Governing Board of each member unit of local Government shall select

one (1) member from such respective Governing Board who shall be designated as a Director.

(c) Associate Membership:

All other entities that fall outside of the category of units of local government, but are within the definition of Public Agency as defined by the Interlocal Cooperation Act, Title 74 O.S. (1971) § 1001 – 1008a, shall be eligible for “Associate Membership” status in ACOG.

Those entities seeking membership in the Associate Member category shall pay a nominal membership fee, as established by the Board of Directors of ACOG, prior to being allotted membership ACOG. Annual assessments shall be provided for as determined by the Board of Directors.

(d) Weighted Vote of Board of Directors:

Each Director representing a county member shall have two (2) votes for the purposes of weighted voting.

Except as provided above, each Director shall have a weighted vote in accordance with the following schedule:

(1) Each Director representing a total population of less than 75,000 shall have one (1) vote for each 2,500 population fraction thereof.

(2) Each Director representing a total population of more than 75,000 shall have the votes as provided in (1) above for the first 75,000 population and

one (1) additional vote for each additional 7,000 population therein or fraction thereof.

## SECTION II

### Functions and Purposes of ACOG

(A) The Association of Central Oklahoma Governments is organized as a forum for full and open discussion, study and resolution of area wide problems of mutual interest and concern to its participating members.

(B) The paramount function of the Association of Central Oklahoma Governments is to promote and enhance the cooperative identification of common issues, differences and problems in the physical, economic, social and fiscal well-being of the region, its citizens and business enterprises and the coordinated resolution and implementation of policy matters and programs of action for the mutual interest of all.

(C) To the maximum extent feasible, in carrying out the functions of ACOG, utilization of member staff resources is encouraged in order to minimize the duplication of effort, minimize costs and draw upon the experience and expertise of members in order to promote and strengthen local capability to develop area wide cooperation and continuity.

(D) The identification and determination of locally perceived issues, problems and priorities requiring concerted coordinated action of a multi-jurisdictional nature.

(E) The development and implementation of area wide goals, policies and programs which provide for and enhance the individual and collective planning and development programs of member entities and the ACOG area.

(F) To assist member entities with direct professional and technical services when requested and authorized, when such activities are compatible with ACOG's adopted work program and adequate resources are available.

(G) To function as an Area Wide Coordinating Organization and as a regional clearinghouse for Federal or State Funds or Projects that are required by State or Federal Law or regulations to proceed through some formal review by an organization like ACOG and by virtue of initial certification and maintenance of a continuing viable program of necessary area wide coordinating activities.

(H) To perform any such other functions as the Board of Directors shall deem appropriate for ACOG. This shall include action by the Board of Directors on behalf of all or part of the membership to negotiate and consummate contractual agreements of mutual interest to concerned federal, state and local governments.

(I) To permit local governmental units to make the most efficient use of their powers by enabling them to cooperate with other localities on the basis of mutual advantage and thereby to provide services and facilities in a manner pursuant to forms of governmental organization that will accord best with geographic, economic, population and other factors influencing the needs and development of local communities.

(J) To provide a practical and organized means by which the public agencies within the ACOG area may cooperate and coordinate their activities as set forth herein to achieve maximum benefits and results.

(K) To provide means and services for coordinating the individual and inter-governmental activities of and within the public agencies for the betterment of the ACOG area.

(L) As approved by the Board of Directors, and in coordination with the Oklahoma State Planning Agency, to prepare and develop an overall area wide comprehensive development program, and revisions and updating thereof, for long range growth, which programs include, but are not limited to, adequate land use, housing, open space, public utilities, transportation, and economic planning, and contain a specific program for district cooperation, self-help and the investment of public resources, both financial and human.

(M) To coordinate a program for planning and development in order to improve physical, economic, social and environmental conditions in the region.

(N) To carry out such research, planning and advisory functions as are required by the Board of Directors.

(O) To render such non-financial assistance to its member governmental units as is within the scope and range of its activities and purposes.

(P) To facilitate cooperation and coordination of activities with Federal and State Agencies having responsibility for planning and developing natural, human, and physical



resources of the region, as well as planning, legislative or executive authorities of neighboring states, regions, counties or municipalities.

### SECTION III

#### Board of Directors

The Board of Directors shall be the governing board of ACOG. A quorum as per Section IV (D) of the Board of Directors shall be solely responsible for the specific policies of ACOG, and for the administration of all its funds. It shall have the power to administer all funds and property of ACOG as it deems necessary or appropriate. The Board of Directors of ACOG shall have the power to promulgate and adopt any such bylaws as deemed appropriate. It shall have the sole power to employ the Executive Director, rent office space and purchase such equipment and/or supplies as may be deemed necessary to conduct the business of ACOG.

### SECTION IV

#### Financing of the Entity Created

The financing of the joint undertaking contemplated by this agreement and the organization created thereby shall be accomplished in the following manner:

(A) The financing of the ACOG basic assessment shall be in direct proportion to the total weighted vote of each Director on the Board of Directors, in accordance with Section I. Assessments for other activities shall be determined by the Board of Directors.

(B) All financing shall be as follows: The budget shall include the required amount of funds needed to operate ACOG for one (1) fiscal year. This amount shall be financed as provided above.

(C) Each year prior to budget and assessment schedule recommendations in May, the ACOG staff will submit to the Board of Directors for its adoption, an estimate of population of Sub-State Planning Region 8 and the members of ACOG therein, which shall serve, when adopted, as the determination of population for representation and assessment purposes. The larger numerical population reflected by either the Oklahoma Employment Security Commission's most recent final population projects, or the Bureau of the Census Special Count population statistics for each ACOG member shall be used by the ACOG staff in submitting population estimates for adoption. Any change in the weighted vote provisions of Section I (E) (d) hereof necessitated by the above provisions pertaining to population counts shall become effective on the immediately following July 1 of the then current year.

(D) Directors representing in excess of 50% of the total weighted vote of the Board of Directors shall constitute a quorum for the transaction of business. A quorum shall consist of twelve (12) entities present.

(E) In transacting the business of the Board of Directors, all questions must receive a minimum vote in excess of 50% of the total weighted vote representing six (6) entities or more of the Board of Directors to pass.

(F) All official votes cast in the conduct of the business of the Board of Directors shall be subject to roll call vote on request of any Director.

(G) The Board of Directors shall elect a Chairman, Vice-Chairman and Secretary-Treasurer. The officers of the Board of Directors shall be elected at the regular May meeting each year. Such officers shall hold office for one year terms, or until their successors shall be elected and qualified. No officer may succeed himself in more than one consecutive term.

(H) The Board of Directors may hold its meetings and keep the books of the Board at such place as it may from time to time determine.

(I) The Board of Directors shall appoint, fix salary of and remove the Executive Director.

(J) The Board of Directors shall have sole authority to initiate and review all planning activities, grants and contracts, and shall adopt or approve any study or plans.

(K) The Board may establish standing and ad hoc policy and administrative, management, and technical advisory committees as it deems necessary and helpful to the exercise of its responsibilities under this Agreement.

(L) The Board may appoint sub-committees from the Directors.

(M) Should a vacancy occur in the members of the Board of Directors, a successor shall be selected by the original appointing authority or authorities.

(N) All Directors of the Board of Directors shall serve without compensation, but may be reimbursed for actual expenses incurred in the performance of their official duties upon approval of such expenses by the Board of Directors.

(O) The Board of Directors, solely, is through ACOG empowered to receive and expend all grants, gifts and bequests, specifically including Federal and State funds and other funds available for the purposes for which this organization exists, and to contract with the United States, State of Oklahoma, and all other legal entities with respect thereto.

(P) Dues are assessed and payable July 1 each year. Voting privileges are forfeited upon non-payment of dues within 120 days of July 1.

## SECTION V

### Meetings of the Board of Directors

(A) The Board of Directors shall meet monthly. Written notice of such meetings and the business to be transacted thereat shall be served upon or mailed to each member of the Board at least seven (7) days prior to the meeting.

(B) Special meetings of the Board may be called by the Chairman upon three (3) days notice to each Board member, either by special delivery mail or by telegram. Special meetings shall be called by the Chairman in a like manner and on like notice upon the written request of five (5) Board members. The notice of all special meetings of the Board shall include a written statement of the

purposes of the special meeting and business of such meeting shall be restricted thereto.

(C) All meetings of the Board of Directors of ACOG will be held under the guidance of and pursuant to the public meeting laws of the State of Oklahoma.

## SECTION VI

### Notices

Whenever any notice is required to be given under the provisions of the Agreement to any member, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## SECTION VII

### Executive Director

The Executive Director shall be the Chief Administrative Officer of ACOG.

The powers and duties of the Executive Officer are:

(A) To appoint and remove all employees of ACOG.

(B) Annually to prepare and present a proposed budget to the Board of Directors and to administer an approved budget, subject to dictates and powers of the Board of Directors thereof.

(C) To perform such other additional duties as the Board of Directors may require.

## SECTION VIII

### Amendment of Agreement

This agreement may be altered, amended or otherwise modified pursuant to a majority vote of a quorum of the Board of Directors, at any meeting, provided that such amendment alteration or modification shall have to be ratified by a majority of the members.

## SECTION IX

### Dissolution

(A) Dissolution of the ACOG shall be effected upon a vote representing in excess of 50% of the total weighted vote of a quorum of the Board of Directors representing six (6) entities or more.

(B) Upon dissolution or final liquidation of the ACOG, after discharge or satisfaction of all outstanding obligations and liabilities, the remaining assets, if any, of ACOG shall be distributed to the members in the same proportion to which each member contributed in the form of dues, assessments to the over-all cost of the operations of the ACOG during the fiscal year of such dissolution or final liquidation.

## SECTION X

### Withdrawal of Membership

Any member may withdraw from the Association by passage of a resolution of its elected governing body terminating its membership under the inter-local agreement establishing ACOG.

## SECTION XI

### Effective Date

This agreement shall become effective and final upon approval of the Attorney General of Oklahoma, and other appropriate officials with statutory or constitutional powers over this agreement, and shall remain in full force and effect until the organization is dissolved under the provisions of Section IX or terminated as herein provided.