



BYLAWS OF THE ACOG BOARD OF DIRECTORS (BOD)

APPROVED:
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BYLAWS OF THE ASSOCIATION OF CENTRAL OKLAHOMA GOVERNMENTS BOARD OF DIRECTORS

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ARTICLE I: ORGANIZATION AND PURPOSE

1.1 ORGANIZATION

The Association of Central Oklahoma Governments (ACOG) is a voluntary association of local governments and organizations that was created on June 26, 1966, by mutual agreement under the authority provided by the State enabling legislation known as the Inter-Local Cooperation Act (Title 74 O.S. 1971, Sections 1001-1008). ACOG was delineated as Sub-State Planning Region 8 as established pursuant to Governor's Executive Order of May 21, 1971. The ACOG region comprises Canadian, Cleveland, Logan, and Oklahoma Counties and the cities and towns located therein.

1.2 PURPOSE

Per the Amended Agreement Creating the Association of Central Oklahoma Governments, the ACOG Board of Directors (Board) shall serve as the ACOG policy-making body and govern the operations, strategic direction, and fiscal management of the organization. As stipulated in the Amended Agreement, the Board shall also have the power to promulgate and adopt Bylaws as hereby presented in this document.

ARTICLE II: MEMBERSHIP

2.1 ELIGIBILITY

Membership is open to general-purpose local governments located within the ACOG region, which includes Canadian, Cleveland, Logan, and Oklahoma Counties, local governments that are adjacent to, or border one of the four counties, are also eligible for membership in ACOG with Board approval.

2.2 JOINING PROCESS AND REPRESENTATION

A local government may join ACOG by passage of an ordinance, resolution or otherwise, pursuant to law of the governing body of the local government seeking membership and signing of the Amended Agreement.

Each respective local government in the ACOG region, and adjacent thereto if approved by the Board, shall select an elected official as its designated voting member to the Board. They shall select at least one (1) elected official as an alternate member by the same process. The alternate member 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 a representative shall be a member of the Board of Directors.

The Executive Director or his/her staff designee shall be notified by the ACOG Designation Form sent by email or hand-delivered with the following information of the member government's designee and alternate(s):

- Name of the ACOG member government
- Name(s) and title(s) of the designated director and alternate(s) being appointed by the member government
- Employing agency/company of the designee and alternate(s)
- Contact information for the designee and alternate(s)

2.3 MEMBERSHIP STATUS

Members are considered in good standing based upon payment of annual dues and attendance at scheduled meetings and events. Dues shall be assessed as outlined in the annual budget. Dues are assessed and payable July 1 of each year. Voting privileges are forfeited upon nonpayment of dues within 120 days of July 1 of each year.

ARTICLE III: BOARD OF DIRECTORS

3.1 AUTHORITY AND RESPONSIBILITIES

The Board of Directors shall be the governing board of ACOG. A quorum as per Section 6.3 (A) of the Board of Directors shall be solely responsible for the specific policies of ACOG. It shall have the power to administer all funds and property of ACOG as it deems necessary or appropriate.

The Board of Directors shall be responsible for the review, approval, and adoption of regional plans, programs, and initiatives, and of all ACOG policy documents, including but not limited to an annual budget and work plan, strategic/implementation plans, annual work programs, annual independent audit, and personnel policies.

The Board shall have the authority to rent and/or purchase real property for ACOG staff operations, and purchase such services, equipment and/or supplies as may be deemed necessary to conduct the business of ACOG in accordance with the organization's adopted Procurement Policy.

The Board shall have the sole power to employ the Executive Director, who shall serve as the Chief Administrative Officer of ACOG. The Executive Director shall directly report to the Board of Directors and shall serve at the pleasure of the Board. The Executive Director's compensation shall be approved by the Board.

3.2 COMPOSITION AND WEIGHTED VOTE

Each member on the Board of Directors shall be designated as a "Director" and as such shall have all the attributes of a Director as stated in Section IV of the Amended Agreement.

The Board of Directors shall be selected as follows:

- a. 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.
- b. The Governing Board of each member unit of local government shall select one (1) member from the respective Governing Board who shall be designated as a Director.

Associate Membership:

All other entities that fall outside of the category 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.

Weighted Vote of Board of Directors:

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

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

- a. Each Director representing a total population of less than 75,000 shall have one (1) vote for each 2,500 population or fraction thereof.
- b. Each Director representing a total population of more than 75,000 shall have the votes provided in (i) above for the first 75,000 population and one (1) additional vote for each additional 7,000 population therein or fraction thereof.

ARTICLE IV: OFFICERS

The Board of Directors shall elect a Chair, Vice-Chair, and Secretary/Treasurer.

4.1 ELECTION AND TERM

The officers of the Board of Directors shall be elected at the regular May meeting of 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/herself in more than one consecutive term (two years total). Terms begin July 1 and end June 30 of each year.

4.2 OFFICER DUTIES

- a. The Chair shall:
 - Preside over meetings and perform other duties appropriate to such an office.
 - Represent the Board publicly.
 - Appoint committees and sub-committees as necessary to fulfill the roles and responsibilities of the Board of Directors. Appoint the Chairs of all committees and sub-committees.
 - Serve as an official signatory of Board meeting minutes, financial claims, ACOG checks, and other legal/financial documents that may be required.
- b. The Vice-Chair shall:
 - Assume the Chair's duties when absent.
 - Serve as an official signatory of Board meeting minutes, financial claims, ACOG checks, and other legal/financial documents that may be required.
- c. Secretary/Treasurer shall:
 - Assume the Chair's duties when the Chair and Vice-Chair are absent.
 - Serve as an official signatory of Board meeting minutes, financial claims, ACOG checks, and other legal/financial documents that may be required.

On occasion, the officers of the Board may be requested to serve on other committees or sub-committees pertaining to ACOG.

4.3 VACANCIES AND REMOVAL

In the event of vacancy, succession follows: Vice-Chair → Chair; Secretary/Treasurer → Vice-Chair. The Board may fill any remaining vacancy by majority vote per the presiding

Chair's nomination of a Board Director for the open position. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office and until his or her successor is elected and qualified.

An officer may be removed for cause at any time by the action of the Board. An affirmative vote of more than sixty percent (60%) of the total weighted vote representing seven (7) or more members is required.

ARTICLE V: COMMITTEES

5.1 EXECUTIVE COMMITTEE

The Executive Committee is a standing committee comprised of the current officers of the ACOG Board, 911 ACOG Board, ACOG MPO Policy Committee and the Garber-Wellington Association Policy Committee. The ACOG Board Chair shall serve as Chair of the Executive Committee.

The Executive Committee shall:

- a. Monitor, review, and make recommendations to the Board on critical matters concerning the organization as presented to the Committee by the Executive Director.
- b. Conduct the Executive Director's annual performance and compensation review and forward a recommendation to the Board of Directors.
- c. Serve as the ACOG Budget Committee for the purpose of reviewing the Executive Director's proposed annual budget and workplan for each fiscal year. The Committee will convene for at least two meetings in May/June and shall make a final recommendation to the Board for their consideration.
- d. Coordinate the application and interview process on behalf of the Board in the selection of an Executive Director. The Committee shall forward its candidate recommendation to the Board for their review and approval.
- e. Address any other item referred to it by the Board.

5.2 OTHER COMMITTEES

The Chair may form standing committees and ad hoc policy and administrative, management, and technical advisory committees as he/she deems necessary and helpful to exercise the Board's responsibilities under the Amended Agreement. These committees shall include, but are not limited to, the Nomination Committee, Budget Committee, Building Review Committee, and the Agreement & Bylaws Committee. The Chair may also create and appoint Directors to sub-committees. The Chair shall appoint the Chairs of all committees and sub-committees.

ARTICLE VI: MEETINGS

6.1 REGULAR MEETINGS

The Board of Directors shall meet monthly, except for the month of July. Written notice of all regular monthly meetings shall be in compliance with the requirements of the Oklahoma Open Meeting Act and provided to each voting member. An agenda shall be required for such meetings. All meetings of the Board of Directors shall be held at the principal ACOG office, or at other locations, if deemed necessary, within the ACOG region. Special and regular meeting notices will be posted in the lobby of the principal office, or if not at the principal office, at the location of the meeting, in compliance with the requirements of the Oklahoma Open Meeting Act.

All meetings of the Board shall be open to the public and shall be conducted in compliance with applicable State Law. The Chair presiding over any meeting may call the Board into

Executive Session to deal with matters relating to legal, personnel, real estate negotiations, or other matters that are applicable for Executive Session pursuant to the Oklahoma Open Meeting Act.

6.2 SPECIAL MEETINGS

Special meetings of the Board may be called by the Chair with notice in compliance with the requirements of the Oklahoma Open Meeting Act and delivered as written notice to all voting members. Special meetings shall be called by the Chair upon the written demand of five (5) Board members. Only the specific items of business specified in the notice for special meetings shall be conducted at such a meeting. Such meetings shall be held at the principal ACOG office or at other locations, if deemed necessary, within the ACOG region.

6.3 EMERGENCY MEETINGS

In the event of an emergency, an emergency meeting of the Board of Directors of ACOG may be held without the public notice required by the Oklahoma Public Meeting Act. Should an emergency meeting be necessary, the acting Chair calling such a meeting in coordination with the Executive Director shall give as much advance public notice prior as is reasonable and possible under the circumstances existing, in person or by telephone or electronic means.

6.4 QUORUM AND VOTING

- a. Directors representing a majority (more than 50 percent) of the total weighted vote of the Board of Directors shall constitute a meeting of the Board of Directors requiring compliance with the Oklahoma Open Meeting Act. Directors representing a majority of the total weighted votes of the Board of Directors and representing a minimum of six (6) member entities present shall constitute a quorum necessary for the transaction of business.
- b. In transacting the business of the Board of Directors, all questions must receive a minimum vote of more than 50 percent of the total weighted vote representing six (6) entities or more of the Board of Directors to pass.
- c. All official votes cast in the conduct of the business of the Board of Directors shall be subject to roll call vote on the request of any Director.
- d. Should a vacancy occur with the members of the Board of Directors, a successor shall be selected by the original appointing jurisdiction or organization. Representatives serve at the pleasure of their appointing jurisdiction or organization.
- e. All Directors of the Board shall serve without compensation but may be reimbursed for actual expenses incurred in the performance of their official duties upon the approval of such expenses by the Board of Directors.
- f. 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.

ARTICLE VII: PARLIAMENTARY AUTHORITY

All meetings shall be governed by the most recent edition of Robert's Rules of Order, provided they do not conflict with the Oklahoma Open Meeting Act or these Bylaws.

ARTICLE VIII: AMENDMENTS

- 8.1 The adoption, amendment, or repeal of Bylaws and subsequent changes require an affirmative vote of more than fifty percent (50%) of the total weighted vote representing six (6) or more members.
- 8.2 Amendments to the Bylaws may be presented at any regularly scheduled meeting of the Board. A copy of the proposed change in the Bylaws shall be emailed to board members and ACOG staff at least fourteen (14) days prior to the meeting at which the vote will occur.

ARTICLE IX: FISCAL ADMINISTRATION

9.1 FISCAL YEAR

The fiscal year begins July 1 and ends June 30.

9.2 BUDGET AND DUES

An annual budget and membership dues schedule shall be adopted prior to July 1 of each year.

9.3 AUDIT

An independent audit shall be conducted annually and presented to the Board.

ARTICLE X: RECORDS AND TRANSPARENCY

The Board shall delegate to ACOG staff the responsibility of keeping correct and complete books and records of accounts, and meeting minutes of the Board of Directors at the principal office of the organization, open to inspection per the Oklahoma Open Records Act.