



SUBJECT:

CONSIDERATION OF PROPOSED AMENDMENTS TO THE ACOG AGREEMENT

DATE:

MAY 30, 2024

FROM:

MARK W. SWEENEY, AICP
Executive Director

INFORMATION:

The Board appointed ACOG Agreement & Bylaws Committee met with ACOG staff on November 3, 2023, and May 9, 2024, to review the current 1983 Amended Agreement that created ACOG. Staff identified several proposed amendments to the Agreement for the Committee's consideration.

For your convenience, a copy of the current [1983 Amended Agreement can be found at this link](#) and a copy of the [Agreement with all the proposed revisions, which are in blue type, can be accessed at this link](#) so that you can easily compare the two documents. Please note that a significant portion of the changes are simply grammatical, punctuational, and format corrections that will not be addressed in this memo.

SUMMARY OF RECOMMENDED AGREEMENT AMENDMENTS:

The Committee unanimously recommended the following amendments to the ACOG Agreement:

1. **Remove the five (5) year duration clause (sunset clause) allowing for an ongoing continuance of the Agreement and Organization.**

Proposed Change - Section I (A) Duration of the Agreement and Organization:

The duration of the [Agreement and organization per a 1973 amendment was set](#) for five (5) years from the effective date of approval by the appropriate [governing body making a recommendation of either continuing or ceasing the created organization](#). In 1983 the Board of Directors amended the Agreement to extend it and the organization another five (5) years from March 31, 1983. Hereafter, as amended, the term of the organization shall be from year to year without the necessity of a formal renewal by the Board of Directors, thereby making the duration of the amended Agreement perpetual.

2. **Replace required annual review of the Agreement and Organization with Board discretion on frequency of review, and include the required ratification of the membership.**

Recommended Change - Section I (B). Duration of the Agreement and Organization:

The Board of Directors created pursuant to this [Agreement](#) shall review the [Agreement](#) and the [organization](#) created [at its own discretion and recommend amendments to the membership for ratification, when deemed necessary](#).

3. **Acknowledge the eligibility of local governments located outside of our four-county region that borders the ACOG region to be included as members of ACOG.**

Proposed Change - Section I (D) Duration of the Agreement and Organization:

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. [Local governments outside of the Sub-State Planning Region 8 that share a mutual boundary with the region may become members of ACOG with the approval of the Board of Directors \(refer to membership process below\)](#).

4. **Clarify ACOG membership process and allow more than one alternate to be designated by a member government.**

Recommended Change – Section I (E) (a) Duration of the Agreement and Organization – ACOG Membership:

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 and adjacent thereto, if approved by the Board, shall select its voting member to the association. They shall select at least one (1) 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 representative shall be a member of the governing Board of Directors.

5. **Add Board authority for purchase of real property and include reference to the adopted Procurement Policy.**

Proposed Change – 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. 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.

6. **Change May to April for submitting information to the Board, remove reference to Oklahoma Employment Security Commission as a population source for representation and dues assessment purposes, and clarify wording for numerical population estimates from the U.S. Census Bureau.**

Proposed Change – Section IV (C) Financing of the Organization:

In April of each year prior to budget and assessment schedule recommendations, 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 and members adjacent to the region, which shall serve, when adopted, as the determination of population for representation and assessment purposes. The most recent numerical population estimates provided by the U.S. 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 current year.

7. **Incorporate a reference to the Oklahoma Open Meeting Act and change the number of required member entities present at a meeting to constitute a quorum from twelve (12) to six (6) to be consistent with the number required for Board passage of an agenda item.**

Recommended Change – Section IV (D) Financing of the Organization:

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 transaction of business.

8. Clarify the location of the organization's books, records, meeting minutes, and Board meetings.

Proposed Change – Section IV (H) Financing of the Organization:

The Board shall delegate to ACOG 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.

9. Update wording pertaining to employment and compensation of the Executive Director.

Recommended Change – Section IV (I) Financing of the Organization:

The Board of Directors shall employ an Executive Director to direct report to the Board of Directors, who shall serve at the pleasure of the Board. The Executive Director's compensation shall be approved by the Board of Directors.

10. Provide a more comprehensive explanation of the Board's responsibilities.

Proposed Change – Section IV (J) Financing of the Organization:

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.

11. Identify the types of committees the Board can establish.

Recommended Change – Section IV (K) Financing of the Organization:

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. These committees shall include but are not limited to the Executive Committee, Nomination Committee, Budget Committee, Building Review Committee, and the Agreement & Bylaws Committee.

12. Incorporate a reference to the Oklahoma Open Meeting Act, add agenda requirement, and location of regular monthly meetings.

Proposed Change – Section V (A) Meetings of the Board of Directors:

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.

13. Incorporate a reference to the Oklahoma Open Meeting Act, required provisions, and location of special meetings.

Recommended Change – Section V (B) Meetings of the Board of Directors:

Special meetings of the Board may be called by the Chairperson 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 Chairperson upon written demand of five (5) Board members. Only the specific item(s) of business specified in the notice for special meetings shall be conducted at such meeting. Such meetings shall be held at the principal ACOG office or at other locations, if deemed necessary, within the ACOG region.

14. Include additional powers and duties of the Executive Director, and clarify existing responsibilities.

Proposed Change – Section VII Executive Director:

The Executive Director shall be the Chief Administrative Officer of ACOG. The powers and duties of the Executive Director are:

- (A) To appoint, supervise, and remove all employees of ACOG.
- (B) Annually to prepare and present a proposed budget and work plan to the Board of Directors and to administer an approved budget and work plan, subject to dictates and powers of the Board of Directors thereof.
- (C) Authorized to sign and execute contracts on behalf of ACOG in accordance with the adopted Procurement Policy.
- (D) Acts for and represents the Board of Directors in all ACOG public engagements and media requests, and shall direct day-to-day operations for the agency.
- (E) To perform such other additional duties as the Board of Directors may require.

15. Add language pertaining to the weighted vote and the presence of a minimum of six (6) member entities to have a quorum to approve Agreement amendments, and include the required Attorney General's approval.

Recommended Change – Section VIII Amendment of Agreement:

This Agreement may be altered, amended, or otherwise modified upon a vote representing more than 50 percent of the total weighted vote of a quorum of the Board of Directors representing a minimum of six (6) entities or more present, at any meeting, provided that such amendment, alteration, or modification shall have to be ratified by a majority of the member governments, and approved by the Attorney General prior to becoming effective.

16. Duplicate same requirements used for amending the Agreement within the Dissolution Section for consistency of legal process.

Proposed Change – Section IX Dissolution:

Dissolution of ACOG shall be affected upon a vote representing more than 50 percent of the total weighted vote of a quorum of the Board of Directors representing a minimum of six (6) entities or more present, provided that such action shall be ratified by a majority of the member governments and approved by the Attorney General prior to becoming effective.

SUMMARY OF RATIFICATION PROCESS:

As stated in the Agreement, this document may be altered, amended, or otherwise modified pursuant to a majority vote of a quorum of the Board, provided that such amendment, alteration, or modification shall be ratified by a majority of the members and approved by the Attorney General prior to it becoming effective.

After the Board takes action on this request, the recommended amendments will be provided to each ACOG member government for their consideration. Each member government voting in favor of these changes must submit a resolution from their governing body approving the Amended Agreement before it is submitted to the Attorney General. Once the Attorney General approves the Amended Agreement, the document will then officially become effective. Please note this process typically takes about five months to complete.

ACTION REQUESTED:

Motion to approve the Committee's recommendations to amend the ACOG Agreement as described in this memo, and for staff to follow the required ratification process as outlined above.