

CLACKAMAS COUNTY BOARD OF COUNTY COMMISSIONERS

Study Session Worksheet

Presentation Date: October 20, 2015 **Start Time:** 11:30 a.m. **Approx. Length:** 30 minutes

Presentation Title: Advisory Boards and Commissions (ABCs) Update

Department: Public and Government Affairs

Presenters: Gary Schmidt

Other Invitees:

WHAT ACTION ARE YOU REQUESTING FROM THE BOARD?

The Board of County Commissioners (BCC) is requested to approve the Advisory Boards and Commissions (ABC) bylaws as listed in this report. In addition, this is an update and progress report on recent changes to Clackamas County's Advisory Boards and Commissions (ABCs) as directed by the Board of County Commissioners (BCC) on October 29, 2013 and May 13, 2014.

EXECUTIVE SUMMARY:

Public and Government Affairs (PGA) coordinates the recruitment and appointment process with the department liaisons for the Clackamas County Advisory Board and Commission (ABC) Program.

Following direction from the BCC, Public and Government Affairs (PGA) has implemented the following changes to the ABC program.

- All ABC staff liaisons are to begin the recruitment process 90 days in advance of a vacancy
- Update and create standard bylaws to include term lengths, quorum rules, public meeting requirements including following Roberts Rules of Order
- Requiring each candidate to complete an application form including those seeking reappointment

Since the May 13, 2014 BCC directive PGA has been working with all the staff liaisons to fulfill the BCC requirements.

PGA has asked staff liaisons to work with County Counsel to create or update all the ABC bylaws.

Below is a list of ABCs whose bylaws are compliant, and a list of those that are not. In addition, attached is an Excel spreadsheet listing all the ABCs and identifying the status of their bylaws update with accompanying explanatory notes.

ABCs with compliant bylaws as of October 12, 2015:

- Aging Services Advisory Council
- CCSD #5 Budget Committee
- Clackamas County Arts Alliance Advisory Council
- Clackamas County Audit Committee
- Clackamas County Fair Board
- Clackamas County Veterans Advisory Council

- Clackamas County Community Health Council
- Clackamas County Community Action Board
- County Library District Budget Committee
- County Parks Advisory Board
- Development Agency Budget Committee
- Developmental Disabilities Council
- Diversity Leadership Council
- Economic Development Commission
- Emergency Medical Services Council
- Forest Advisory Board
- Historic Review Board
- Housing Advisory Board
- Library Board of Trustees – Oak Lodge Library
- Library District Advisory Committee of Clackamas County
- Public Safety Coordinating Council
- Mental Health and Addictions Council
- NCPRD Milwaukie Center/Community Advisory Board
- NCPRD Advisory Board (DAB)
- NCPRD Budget Committee
- Regional Arts & Cultural Council
- Timber Sale Advisory Committee
- Tourism Development Council
- Clackamas Workforce Partnership (Workforce Investment Council)

ABCs not compliant/pending bylaws as of October 12, 2015

- Board of Property Tax Appeals
- CCSD #1 Budget Committee
- CCSD #1 Riverhealth Advisory Board
- Clackamas County Budget Committee
- Clackamas County Vector Control District Board of Trustees
- Compensation Board for Elected Officials
- Design Review Committee
- Enhanced Law Enforcement District Budget Committee
- Enhanced Law Enforcement District Citizen Advisory Committee
- OSU Extension 4H Budget
- Pedestrian-Bikeway Advisory Committee
- Planning Commission
- Solid Waste Commission
- SWMACC Budget Committee
- SWMACC Lower Tualatin Basin Citizen Advisory Committee
- Traffic Safety Commission
- Tri-City Advisory Board
- Tri-City Service District Budget Committee
- Waste Water Treatment Capacity Advisory Committee

PGA has also implemented additional procedures to enhance internal communication, ensure recruitment and appointment consistency and develop a stronger two-way communication with the public. This includes:

- Providing training to the staff liaisons to assist them on the ABC appointment process and required paperwork
- Working with Technology Services (TS) to create better access to the ABC web page and ease for the online application process
- Creating a new system to organize databases, documents and information about each ABC
- Coordinating with staff liaisons to remind them of pending ABC term expirations
- Corresponding with incoming and outgoing volunteers thanking them for their interest or service
- Communicating regularly with Policy Coordinators with status updates of open and upcoming recruitments

FINANCIAL IMPLICATIONS (current year and ongoing):

N/A

LEGAL/POLICY REQUIREMENTS:

Each ABC follows requirements set forth in state statute, BCC ordinance or ABC bylaws.

PUBLIC/GOVERNMENTAL PARTICIPATION:

PGA provides support and guidance to county departments for the recruitment, appointment and creation of BCC appointed Advisory Boards and Commissions.

OPTIONS:

1. Approve the updated bylaws as submitted by each ABC in this report.
2. Do not approve the updated bylaws and require specific changes to the bylaws.

RECOMMENDATION:

Staff recommends:

Option 1. Approve the updated bylaws as submitted by each ABC in this report.

ATTACHMENTS:

Excel spreadsheet with status of each ABC bylaws update and accompanying notes.

Bylaws for the ABCs that are compliant.

SUBMITTED BY:

Division Director/Head Approval _____

Department Director/Head Approval s/Gary Schmidt

County Administrator Approval _____

For information on this issue or copies of attachments, please contact Gary Schmidt @ 503.742.5908

CLACKAMAS COUNTY
AGING SERVICES
ADVISORY COUNCIL

BYLAWS

Amended 1/24/13

ARTICLE I: NAME

This Council shall be known as the Clackamas County Aging Services Advisory Council.

The Aging Services Advisory Council (ASAC) is the Clackamas County Board of Commissioners appointed advisory council that advises the Clackamas County Area Agency on Aging.

ARTICLE II: PURPOSE

The Council Shall:

- A. Serve as an advisory body to the Director of the Clackamas County Area Agency on Aging.
- B. Advise the Clackamas County Area Agency on Aging on all matters relating to the development and administration of the Clackamas County Area Plan and advise the AAA on Area Plan operations conducted under the Plan and provide input on other areas of importance to the senior population
- C. Review all requests for Clackamas County Area Agency on Aging Older American's Act funding and make the findings of the AS Advisory Council known to the applicant, the County and the State.
- D. Evaluate the effectiveness of programs funded under the Clackamas County Area Plan and seek the advice of the service recipients,

general public and service providers on services needed and how to improve existing services.

- E. Advocate for maintenance and improvement of existing services and for the creation of additional needed services for Clackamas County senior residents.

ARTICLE III: MEMBERSHIP

SECTION 1: Members

The Council shall consist of individuals who:

- A. Reside within the boundaries of Clackamas County.
- B. Work in programs that serve seniors in Clackamas County, who reside outside the County, with the recommendation of the Executive Subcommittee.
- C. Are appointed to provide good geographical distribution across the County. Each member shall represent all seniors in the entire County rather than his or her local area or program interest.
- D. Are not employees of, or persons having a financial interest in, any agency receiving or seeking funding from the AAA.
- E. Include individuals and representatives of community organizations who will help to enhance the leadership role of the Area Agency in developing community-based systems of services. The advisory council shall be made up of:
 - 1. At least 51% of the membership aged 60 and over and should include minority individuals who are participants or who are eligible to participate in programs under the Older Americans Act;
 - 2. Representatives of older persons including health care providers and veterans health care (if appropriate);

SECTION 2: Appointment and Tenure

- A. Members of the Council are appointed by the Clackamas County Board of County Commissioners.
- B. The Council shall consist of not more than 21 voting members.

- C. After consideration of the recommendations from the Nominating and Screening Sub-committee, the Council shall recommend to the AAA one or more qualified candidates for appointment, or reappointment, to each vacant position.
- D. Each Member shall serve for a period of three (3) years, with one-third of the Regular Members' appointment expiring each year. A Council member may be appointed to two additional terms. A Council member, appointed to fill an unexpired term, may be re-appointed for three additional consecutive terms.
- E. A member who served for many years may be made an emeritus member upon nomination by the Nominating and Screening Sub-committee and continue to receive information pertaining to the Council and attend meetings in a non-voting status. Emeritus membership does not constitute one of the 21 members of the Board.
- F. Vacancies which occur before the expiration of a Member's term shall be filled for the unexpired portion of the term by the Area Agency on Aging, upon recommendation of the AS Advisory Council after it has considered the recommendation of its Nominating and Screening Sub-committee.
- G. To be excused, a Council member must notify the Council secretary or Chairperson and Social Services staff prior to the meeting.
- H. Three unexcused consecutive absences from regularly scheduled meetings of the Council shall constitute automatic resignation by that absent member. Four absences in any eight- (8) month period, excused or unexcused, by a member will require a Nominating and Screening Sub-committee review to determine probable future attendance. If termination is recommended by the Nominating and Screening Sub-committee, a two-thirds vote of members at a Council meeting, with a quorum present, shall constitute automatic termination by that member. Approved leave of absence may be granted by the Executive Sub-committee and shall not be counted in the above formula.
- I. Each Council member is encouraged to serve on at least one ASAC sub-committee.

SECTION 3: Voting Privileges

Each Member of the Council present at an AS Advisory Council meeting shall be entitled to one vote on all issues presented at regular and special meetings.

ARTICLE IV: Meetings

SECTION 1: Schedule

- A. The Advisory Council shall meet at least nine times a year at a preannounced location. Special meetings may be called by the Executive Sub-committee or any five (5) members of the Advisory Council.
- B. Meetings shall be conducted in accordance with Oregon Public Meeting Laws.
- C. Unless otherwise covered by these bylaws, all Council and sub-committee meetings shall be conducted in accordance with Robert's Rules of Order.
- D. A majority of regular members shall constitute a quorum. When a quorum is in attendance, actions may be approved upon a majority vote of Council members present, unless otherwise provided in the bylaws.
- E. No officer, Advisory Council member, or Sub-committee member shall approve any action on behalf of the AAA or the Advisory Council without the consent of the AAA and Advisory Council.
- F. No member of the Advisory Council shall be authorized to speak on behalf of the Advisory Council until the Advisory Council takes a position by formal action.
- G. In the event an Advisory Council member engages in business with the County that could present an actual or potential conflict of interest with matters within the Council's purpose, such member will declare the actual or potential conflict and announce its nature. In the event of a potential conflict, the member may participate and vote on the matter following the declaration.

ARTICLE V: OFFICERS AND DUTIES

SECTION 1: Officers

The officers of the Council shall be a Chairperson, a First Vice-Chairperson, Second Vice-Chairperson and a Secretary elected from the Members.

SECTION 2: Election

An election shall be held during the regularly scheduled Council meeting in June. The Nominating and Screening Sub-committee shall present a slate of officers during the regularly scheduled Council meeting in May. Additional nominations may be made during the regularly scheduled Council meeting in June.

SECTION 3: Term of Office

Each officer shall hold office during the fiscal year July 1 - June 30 or until relieved of the position by a two-thirds vote of the Members. Officers may hold succeeding terms of office, but may serve no longer than three consecutive terms.

SECTION 4: Duties

- A. The Chairperson shall preside at all meetings that he or she attends, and shall be responsible for the expeditious conduct of the business.
- B. The First Vice-Chairperson shall perform all the duties of the Chairperson during the Chairperson's absence.
- C. The Second Vice-Chairperson shall perform all the duties of the Chairperson during the absence of the Chairperson and the First Vice-Chairperson. The Second Vice-Chairperson shall also serve as the Chairperson of the Nominating and Screening Sub-committee.
- D. The Secretary is responsible for reviewing Council meeting attendance records and for advising the Chairperson regarding any Council member with absences requiring action in accordance with Article III, Section 2, item "H". The Secretary is also responsible for Council correspondence.

ARTICLE VI: SUB-COMMITTEES

SECTION 1: Executive Sub-committee

The Executive Sub-committee shall consist of the Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, Past Chairperson and the Chairs of standing sub-committees. Should an immediate past Chairperson not be available, the Chairperson shall appoint a replacing member-at-large from the Council to serve for the remainder of the fiscal year. The Executive Sub-committee shall determine the agenda of regular and special AS Advisory Council meetings and make recommendations to the Council. A quorum shall consist of a majority of the members of the Executive Sub-committee.

SECTION 2: Nominating and Screening Sub-committee

The Sub-committee shall:

- A. Select and nominate officers for the Council, with the concurrence of the Executive Sub-committee.
- B. Interview candidates for appointment, or reappointment, to the Council with concurrence of the Executive Sub-committee. Final recommendations will be made to the Council for action.
- C. The Second Vice-Chairperson of the Council will serve as the Chairperson of this Sub-committee. Other appointed members shall have served on the Council for a period of sufficient length to insure their understanding of Council Duties and responsibilities.

SECTION 3: Other Sub-committees

Standing and special sub-committees may be established as deemed necessary by the Council. The Council Chairperson will appoint each Sub-committee Chairperson.

SECTION 4: Sub-committee Membership

Sub-committee membership shall be determined by the respective Sub-committee Chairperson. A majority of the members of any sub-committee

must be members of the Council. Additional members may consist of individuals chosen for their expertise, knowledge, and concern about a specific issue or a field of endeavor. The Chair of each sub-committee must be a member, in good standing, of the Advisory Council.

ARTICLE VII: REPORTING PROCEDURES

The Council shall make its reports and findings and recommendations to the Clackamas County Area Agency on Aging through its officers and designated spokesperson.

ARTICLE VIII: AMENDMENTS TO BYLAWS

Amendments or repeal can occur only by a two-thirds (2/3) vote of members at a regular or special meeting. Any proposed change must be mailed to all members at least two weeks prior to the meeting at which the vote is to be held.

Area Agency on Aging Advisory Council

**Liaison
Valerie Skinner**

MEMBER	COMMITTEE	TERM EXP.
Mary Brelling (Co Chair)	Age Friendly Communities	6/30/14
Lora Buckley	Adult Center Liaison	6/14/14
Ellen Burns	Community Resource Connections Advisory	6/30/15
Pat Cavataio (Co Chair)	Age Friendly Communities	6/30/14
Gabriele Grabert-Rodriguez (Secretary)	Adult Center Liaison	6/30/14
Sunny Graham (1 st Vice President)	Age Friendly Communities	6/30/15
Dick Jones	Adult Center Liaison Chair	6/30/15
Koehrsen, Glenn (Past Chair)	Joint Advocacy (Chair), AFC & Adult Center Liaison	6/30/13
Bethany Lasko	Adult Center Liaison	6/30/14
Peter Lent		6/30/15
Joseph Lowe	Joint Advocacy	6/30/15
Anne Meader (2 nd Vice President)	Age Friendly Communities	6/30/15
Marilyn Renk	Adult Center Liaison Age Friendly Communities	6/30/13
Virginia Seitz	Age Friendly Communities	6/30/15
Brenda Durbin Staff	Clackamas County Social Services	N/A
Valerie Skinner Staff	Clackamas County Social Services	N/A
Stefanie Reid Staff	Clackamas County Social Services	N/A

DTD STAFF REPORT APPROVAL SHEET

X Consent Item

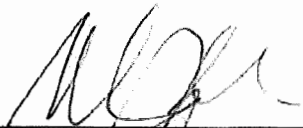
Discussion Item (Call Mary (ext. 5912) to schedule)

Public Hearing (Call Mary (ext. 5912) to schedule)

SUBJECT: Clackamas County Service District No. 5 Budget Committee Bylaws

For Board Meeting Agenda Date: May 22, 2014

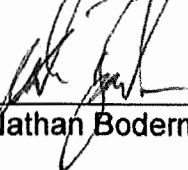
APPROVED BY:



Wendi Coryell, Preparer

5-12-14

Date



Nathan Boderman, County Counsel

5/12/14

Date



Dan Johnson, Manager
Development Review

5/13/14

Date

Barb Cartmill, Director
Dept of Transportation & Development

Date



DEPARTMENT OF TRANSPORTATION AND DEVELOPMENT

May 22, 2014

DEVELOPMENT SERVICES BUILDING
150 BEAVERCREEK ROAD | OREGON CITY, OR 97045

Board of County Commissioners
Clackamas County

Members of the Board:

Approval of Bylaws for the
Clackamas County Service District No. 5

Purpose/Outcomes	The Bylaws outline the purpose, eligibility requirements, the length of term, election of officers, and other procedural requirements for the Service District No. 5 Budget Committee.
Dollar Amount and Fiscal Impact	None.
Funding Source	None required.
Safety Impact	None.
Duration	
Previous Board Contact	There has been no previous action on this issue by the Board of County Commissioners.
Contact Person	Wendi Coryell, Service District Specialist - DTD Engineering -- 503-742-4657
Contract No.	None

BACKGROUND:

Clackamas County Service District No. 5 (CCSD#5) has a Budget Committee which consists of the five members of the Board of County Commissioners and five citizen members who are recruited from various areas of the Service District boundaries and each serve a three-year term. The Committee's task is to assist staff and advise the Board of County Commissioners in the process of developing the annual budget for CCSD#5. The District has drafted a set of Bylaws which outlines the eligibility requirements and responsibilities for the citizen members of the Committee.

The Bylaws are attached for your review and approval.

The Bylaws' content and format have been approved by County Counsel.

RECOMMENDATION:

It is recommended that the Board of County Commissioners, acting in the capacity of governing board for Clackamas County Service District No. 5, approve the Bylaws for the Clackamas County Service District No. 5.

Respectfully submitted,

Wendi Coryell,
Service District Specialist

Bylaws of Clackamas County Service District No. 5 Budget Committee

ARTICLE I

The name of the organization shall be the Clackamas County Service District No. 5 (CCSD#5) Budget Committee.

ARTICLE II

PURPOSE. The purpose of the Clackamas County Service District No. 5 Budget Committee is to advise the Board of County Commissioners (BCC) in regard to the budget needs of the CCSD#5.

GOALS. The goals of the CCSD#5 Budget Committee are as follows:

Act as an advisory board to the Board of County Commissioners and others on matters affecting the CCSD#5 annual budget.

ARTICLE III

MEMBERSHIP. Membership shall consist of the five members of the Board of County Commissioners and five citizen members and shall be as representative as possible of the geographic, demographic and philosophical entities of the County and the Cities of Happy Valley and Damascus.

- a. Members of the CCSD#5 Budget Committee shall be selected from a pool of applicants solicited, received and appointed Clackamas County Service District staff. Membership in the CCSD#5 Budget Committee shall be open to anyone who is a resident of the County, and/or within the cities of Happy Valley and/or Damascus.
- b. Membership shall not be limited by race, creed, color, sex, age, heritage, national origin or income. All new members applying or the Committee will be required to show proof of eligibility.
- c. Members shall have an appointment term of three (3) years which shall expire on third year from the date of appointment. Members may seek reappointment for a maximum of two consecutive terms. Current members seeking a new term on the CCSD#5 Budget Committee shall submit an application at least thirty (30) days prior to the expiration of their current term.

The Chairperson may call special meetings at any time upon the request of two (2) of the officers or any three (3) members of the CCSD#5 Budget Committee. Minutes of all meetings shall be kept and shall be available for public inspection as required by ORS 192.650 of the Oregon Public Meetings Law. A copy of all meeting minutes shall be provided to the County Public and Government Affairs Office.

QUORUM and VOTING. A quorum shall be present at a meeting in order for the CCSD#5 Budget Committee to transact business. A quorum consists of a majority of all members of the Committee, not just those present. Action may be taken by the committee at any regular meeting by a majority vote of those present and voting.

RECORDS. All records of the CCSD#5 Budget Committee shall be subject to disclosure except as allowed by exemptions of the Oregon Public Records Law.

ARTICLE VI

HEARING PROCESS AND PROCEDURE. The principles of parliamentary rules of procedures such as Robert's Rules of Order shall govern proceedings at any meeting of the CCSD#5 Budget Committee. The Chair shall be guided by these principles in deciding any procedural questions. The Chair's decision on procedural matters may be overruled by a majority of the members voting on the question. The Committee may establish a more detailed hearing procedure to provide for an orderly process for holding a public hearing. All meetings shall comply with the Oregon Public Meetings Law.

ARTICLE VII

AMENDMENTS. These bylaws may be amended. Proposed amendments shall be submitted to the County Counsel for approval. Upon approval of the County Counsel, the proposed amendments shall be approved by the members of the CCSD#5 Committee. However, the amendments shall not be in effect until approved by the Board of County Commissioners and that approval has been communicated back to the Chairperson.

The amended bylaws shall supersede all previous bylaws and become the governing rules for the Committee.

BY-LAWS

For

***CLACKAMAS COUNTY ARTS ALLIANCE
ADVISORY COUNCIL***

ARTICLE 1

MISSION

The mission and purpose of the Advisory Council is to serve as the county's designated arts and culture advocate, advisor and ambassador.

ARTICLE II

ADVISORY COUNCIL MEMBERS

Section 1. Duties. Advisory Council members serve as an arts and culture resource to the Board of County Commissioners. Advisory Council members also monitor local arts and culture issues and are information conduits, offering resources to guide Arts Alliance policy and program decisions.

Section 2. Number. The Advisory Council shall consist of a maximum of fourteen members.

Section 3. Appointment. Advisory Council members are appointed by the Board of County Commissioners.

Section 5. Term. Advisory Council terms shall generally be three years although two year terms are permitted. Each member may serve two consecutive terms, in addition to initially filling a partial term left by vacated Member. Council members may reapply for membership after a period of one year has elapsed from the conclusion of two consecutive terms of service

Section 6. Removal. Any Advisory Council member may be removed if said Member fails to attend half of the scheduled annual meetings.

Section 7. Vacancies. Any and all vacancies are filled through an open public recruitment process coordinated by the County's Department of Public and Government Affairs. An Advisory Council team interviews applicants, and recommendations for appointment are provided to the Board of County Commissioners.

Section 8. Quorum and Action. A quorum at an Advisory Council meeting shall be a simple majority of the number of Council members appointed by the Board of County Commissioners. If a quorum is present, action shall be taken by a majority vote of the Members present. If a quorum is not present at a meeting, a majority vote may be sought through electronic mail after the meeting, deferring action until such time as a majority vote has been achieved

ARTICLE IV MEETINGS

Section 1. Regular Meetings and Notice. Regular meetings shall be held at least quarterly each year at a time and place designated by the Advisory Council. When and if appropriate, meetings will be conducted following Roberts Rules of Order. All meetings are open to the public and notice of the date, time, place, and purpose of these meetings is provided in Arts Alliance newsletters and website.

Section 2. No Salary. Advisory Council members shall not receive salaries for their services.

ARTICLE V COMMITTEES

The Advisory Council generally functions as a committee of the whole, but may appoint sub-committees from time to time for specific purposes. The membership, purpose and term of a committee shall be determined by the Council at the time the committee is created. No committee shall have the authority to act on behalf of the Advisory Council except as expressly authorized by the Council.

ARTICLE VI OFFICERS

Section 1. Titles. The officers of the Advisory Council shall be the Chair and the Co-Chair.

Section 2. Election. The Advisory Council shall elect its officers each June, to serve one year terms. An officer may be reelected without limitation on the number of terms he or she may serve.

Section 3. Chair. The Chair conducts and leads each meeting, and works with staff to set meeting agendas.

Section 4. Co-Chair. The Co-Chair conducts and leads meetings in the Chair's absence and assists in setting meeting agendas with staff upon request.

ARTICLE VII
AMENDMENTS TO BYLAWS

These By-laws may be amended or repealed, and new By-laws adopted, by the by a majority vote of the Members of the Advisory Council. Prior to the adoption of the Amendment, each Member shall be given at least two days written notice of the proposed Amendment which notice shall include a copy of the proposed Amendment.

Revised July 2015

Adopted September 10, 2015

BYLAWS OF THE CLACKAMAS COUNTY AUDIT COMMITTEE

RECITALS

WHEREAS, it is recognized that financial oversight of all county departments, districts, and agencies is a core responsibility of the Clackamas County Board of Commissioners in its capacity as the county governing body, with sound financial reporting being an essential element of public accountability; and

WHEREAS, it is further recognized that county management is responsible for the fair presentation in the financial statements in conformity with generally accepted accounting principles, and independent auditors also share responsibility for auditing the quality of financial reporting, and formation of an Audit Committee is a practical tool for ensuring that the governing body maintains effective oversight and control of financial reporting; and

WHEREAS, it is further recognized that an audit committee will help to preserve and enhance the objectivity and independence of the audit function by furnishing a forum in which the independent auditors can candidly discuss audit-related matters with members of the governing body;

NOW, THEREFORE, the Board hereby adopts the following Bylaws:

ARTICLE I

Name

1.01. These Bylaws shall govern the actions of the Clackamas County Audit Committee (“Committee”) established by the Board of Clackamas County Commissioners (“Board”).

ARTICLE II

Purposes, Duties, and Powers

2.01. It is the responsibility of the Committee to provide independent review and oversight of the County’s financial reporting processes, internal controls and independent auditors. In carrying out its responsibilities the Committee shall have the following powers:

- 2.01.1 Review and approve the Committee’s work program on an annual basis.
- 2.01.2 Review and approve preliminary financial auditing reports performed by County offices.
- 2.01.3 Review responses and actions taken by audited County offices.
- 2.01.4 Ensure that accounting policies and procedures utilized by the County offices are appropriate and in accordance with applicable accounting standards.
- 2.01.5 Ensure that County accounting policies and procedures comply with all applicable laws, rules and regulations.

- 2.01.6 Ensure that appropriate systems of accounting and financial controls are established by County offices to manage and minimize financial risk.
- 2.01.7 Ensure that effective internal monitoring systems are in place so that County offices may achieve their objectives without unacceptable risk.
- 2.01.8 Confer with independent external auditors retained by the County and discuss their timetable, audit plan and any problems the external auditors may have experienced in accounting policies, accounting errors, or in their dealings with County personnel.
- 2.01.9 Review any significant financial adjustments arising from the annual financial audit.
- 2.01.10 Ensure that adequate procedures are in place to address any fraudulent or corrupt activities that may affect the County.
- 2.01.11 Report on any matter that the Committee considers appropriate under its purview.
- 2.01.12 Request any information the Committee determines is relevant to its activities from any County office.
- 2.01.13 Seek legal advice from the Office of County Counsel or District Attorney.
- 2.01.14 Request that that Board approve the hiring of a firm or individual to provide professional services to the Committee.
- 2.01.15 Other specific tasks of the Committee include: a) determining the appropriate scope of the independent audit; b) determining the appropriate scope of “nonaudit” services to be performed by the independent auditor; c) managing the audit procurement process; d) selecting the independent auditors; e) reviewing the financial statements; f) reviewing the independent auditor’s reports and following up on corrective action; g) reviewing the comprehensive framework of internal control; h) assessing the performance of the independent auditors; and i) providing an independent forum for internal auditors to report findings of management abuse or control override.

ARTICLE III

Audit Committee Administration

Membership

3.01 Members of the Committee will be appointed by the Board. The Committee shall consist of seven (7) members: Two (2) members of the Board; one (1) attorney from the County Counsel’s Office; two (2) County Department heads; and two (2) citizen members selected for their familiarity with/expertise in financial matters. The County’s Audit Manager will be assigned as staff to the Audit Committee, to assist in the delivery of any information requested.

3.02 All members of the Committee shall have knowledge and/or expertise in governmental auditing and financial practices. Committee members shall serve a term of two (2) years, after which they shall be subject to reappointment at the discretion of the Board. The Board may remove a Committee member for any reason it deems appropriate.

3.03 Consistent with the best practices for audit committees recommended by the Government Finance Officers Association, an important benefit of an Audit Committee is its ability to meet with independent auditors apart from county management. Therefore, no member of the

Committee shall be an appointed or elected official who exercises financial management responsibilities within the scope of the audit.

Duties of Membership

3.04 Each member of the Committee shall perform their duties in good faith, in a manner they reasonably believe to be in the best interests of the Committee and the County with such care as an ordinarily prudent person in a similar position would use under similar circumstances.

Meetings

3.05 The Committee shall meet at least quarterly. The Committee Chair may set meeting dates to accommodate special circumstances, and may call a meeting any time deemed appropriate.

3.06 Meetings of the Audit Committee are not public meetings.

3.07 Members shall be given the agenda and related materials/documents pertaining to the items before the Committee one week prior to the meeting date.

3.08 To the extent not contrary to these bylaws, Roberts Rules of Order shall govern all meetings of the Committee.

Procurement of Outside Financial Expert

3.09 The services of an outside financial expert may be procured by the Committee to assist it in its duties.

Budget

3.10 Each year the Committee shall advise the County Administrator of any potential budgetary needs prior to March First.

ARTICLE IV: OFFICERS

4.01 The officers of the Committee shall consist of a Chairperson and Vice-Chairperson, who shall both be Board members.

ARTICLE V: BOOKS AND RECORDS

5.01 The Committee shall keep general minutes of the proceedings of all meetings, which shall be circulated to all Committee members.

5.02 The records of the Committee shall be public records, unless otherwise exempt from disclosure, as governed by the Oregon Public Records Law.

ARTICLE VI: AMENDMENT

6.01 These bylaws may be repealed or amended, and additional bylaws may be adopted, by a majority vote of the Board.

ARTICLE VII: ANNUAL REPORT

7.01 The Committee shall conclude its work each year by submitting a written report to the Audit Committee Chair on how it has discharged its duties and met its responsibilities. The information gathered by the Committee shall, at a minimum, include the identification and assessment of issues relevant to its functions and responsibilities as set forth in these Bylaws.

ARTICLE VIII: SIGNATURE

I HEREBY CERTIFY that the foregoing is a true, correct and complete copy of the Bylaws of the Clackamas County Audit Committee, in effect on this ____ day of _____, 2010.

Lynn Peterson
Chair, Board of County Commissioners
Clackamas County

CLACKAMAS COUNTY EVENT CENTER

Policy and Procedure Manual

Revised/Adopted: August 2015
Revised/Adopted: July 2014
Revised/Adopted: June 2012
Revised/Adopted: March 2011
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1. INTRODUCTION AND PURPOSE

The Clackamas County Event Center, home of the Clackamas County Fair, has been a proud tradition since 1907, and is the County's major agriculture and industrial exposition.

The Fair Board and staff's dedication and purpose is to provide a showplace for educational activities, healthful competition, recognition of our County youth, displays of better methods and products of agriculture, business, commerce, history and tourism.

This Policy Manual is the result of the Fair Board's efforts to establish a consistent means of serving the needs of its patrons, particularly the people of Clackamas County.

It should reflect the goals of the Fair Board, bring consistency to its operation, provide fair treatment for all concerned, increase staff efficiency, and relieve the Fair Board and Management of the task of making repetitious decisions.

2. AUTHORITY

Policies adopted by the Clackamas County Fair Board are in keeping with authority granted under ORS Chapter 565.010 through 565.990, 294.004 through 294.990 and 279.055 and all Oregon laws.

The guidelines and policies offered here is the basis upon which Management and staffs conduct the business of the Fairgrounds. The Fair Board, as a policy-setting body, has the ultimate responsibility for this manual's content. Its collective decisions will be the impetus for any changes.

In some cases procedures and goals are included to help insure consistent interpretation of policy. This manual should serve as a constant tool of Management, a reminder to present Directors of policies currently in effect, and an introduction to the operation of the Fairgrounds for new Directors.

3. CHANGES IN POLICY

The Policy Manual will be reviewed and ratified when deemed necessary. Changes in the Policy Manual shall be made only as an attempt to further improve the Fair's service to the community and will be kept sufficiently broad and practical so as to not place undue limits or burdens on Management.

Furthermore, any changes in the policies established in the Policy Manual shall be made only by three (3) affirmative votes of the members of the Board. Neither Management nor Directors will take any actions contrary to established policy without obtaining such authority.

Recommendations for changes and/or additions to the Policy Manual shall be presented by the Executive Director for the Board's approval. Items for inclusion in Executive Director's presentation may be at the request of any Director or may be initiated by the Executive Director. Changes to the Policy Manual may be made only when such changes or additions are determined to be: Workable for Management, and Actual policy matters, not a function of Management; however, the Board shall be the final judge of what is workable and what policy is.

4. DEFINITIONS

CCEC: Referring to the Clackamas County Event Center and/or its Management.

Fair Board: The policy-making body for the Clackamas County Fair consisting of five Directors.

Directors: Individual members of the Board, appointed by the County Commissioners to fill three year terms.

President: Presiding officer of the Fair Board.

Executive Director/Management: The Executive Director, hired by the Fair Board.

Policy: A course of action to be consistently followed under stated conditions without reference to higher authority.

Procedure: A system of organization and/or action developed to achieve the policy goals of the Fair Board.

Staff: Those employees hired by the Executive Director.

5. FAIR BOARD

5.1. **Meetings.** It is the Board's policy that Board meetings shall be held on the second Thursday of each month at 5:30 p.m. in the Fair office, 694 NE 4th, Canby, Oregon, unless otherwise set by the Board.

5.2. **General Policy.** It is the Board's policy that meetings are conducted with: Fairness for all concerned. Sufficient to detail as to be responsible for the direction of the Fairgrounds facilities. In as expeditious a manner as possible. The best interests of the Fair always considered of foremost importance. Attention paid to the discussion and determination of matters of policy only; and within the parameters of the Oregon Statutes in effect at the time.

5.3. **Notification:**

5.3.1. **Notification of Meetings.** Public notice of all regular Board Meetings shall be provided to local media. Such notice shall also be provided to each Director and posted according to law.

5.3.2. **Information to Directors.** An agenda shall be sent to each Director prior to each meeting. It shall include: minutes; correspondence; recommendations from Executive Director; and any other background information necessary for the Board to make an informed decision on issues set forth on the agenda.

5.3.3. **Request to Appear Before the Board.** Guests are always welcome at Fair Board Meetings. Any item requiring action (including individuals wishing to appear before the Board to request action), must be presented in writing to the Executive Director by 4:30pm fourteen (14) calendar days prior to the regularly scheduled meeting. Items not submitted in accordance with the policy may, at the President's discretion, be held for a future agenda.

5.4. **Procedures.**

5.4.1. **Fair Board Officers.** Election of officers shall be held at the first meeting in January of each year. Officers shall be President, Vice-President and Secretary/Treasurer.

5.4.2. **President.** The President conducts and presides over the Board meeting according to the published agenda, but has authority to deviate from or add items to the agenda.

5.4.3. **Vice-President.** In the absence of the President, the Vice-President has the authority of Presiding Officer.

5.4.4. **Secretary-Treasurer.** Signs Minutes as approve by Board.

5.4.5. **Quorum.** Three directors constitute a quorum.

5.4.6. **Absences.** Directors should regularly attend Board meetings. Directors should notify the Executive Director or another director if he or she is unable to attend a meeting.

5.4.7. **Conduct of Meetings.** All meetings will be conducted in accordance with *Robert's Rules of Order*.

5.4.8. **Executive Session.** All Executive Sessions shall be conducted pursuant to ORS 192.640. An Executive Session may be called by the President or in his/her absence, the Vice-President, at the request of the Executive Director or any Director, as long as it is posted publicly 48 hours in advance of the Executive Session. No decisions shall be made or vote taken in an Executive Session. The press may attend Executive Sessions. Minutes of all Executive Sessions shall be made and kept. The minutes are not public documents, but must be made available to directors or to the courts if required.

5.4.9. **Executive Meeting.** May be called as part of the agenda of any regular meeting to discuss the following topics, if an emergency exists and is so declared by motion, and the motion is approved.

5.4.10. **Personnel.** Matters concerning the employment of the Executive Director or, at the Executive Director or Board Member's request concerning Staff when disciplinary action may result.

5.4.11. **Security.** Threats(s) to the security of Fair facilities, property or services.

5.4.12. **Confidential Gifts or Donations.** Gifts or donations to the Fair made by individuals requesting, in writing, anonymity.

5.4.13. **Pending Litigation.** Legal matters which, if discussed in open session, would be detrimental, in the consensus of the Board, to the Fair's interest.

5.4.14. **Real Estate Transactions.** Purchase or sale of property.

5.4.15. **Labor Negotiations.** Discussions of labor negotiations.

5.5. **Special Board Meetings.**

5.5.1. **Special Action.** A special board Meeting may be called when an item arises that requires Board action prior to the next regularly scheduled meeting. Special Board Meetings may be called by the President, or, in case of his/her absence, the Vice-President, or at the request of the Executive Director or any Director.

5.5.2. **Advance Notification; Minutes.** All rules of advance notification and minute keeping that apply to regular Board Meetings shall also apply to Special Board Meetings. In the event an emergency situation arises, advance notification requirements can be waived.

5.5.3. **Electronic Board Meetings.** Telephone conference calls are permitted. Regular or Special Board Meetings may be conducted via telephone conference call.

5.6. **Fair Board Director's Responsibilities.** It is the responsibility of each Director to:

- Attend all meetings and other functions of the Board.
- Be well informed on Board matters.
- Express opinions at Board Meetings concerning policy matters discussed by the Board.
- Set policy that clearly defines Management's areas of responsibility.
- Place the good of the Fair before that of personal or professional gain.
- Act in accordance with established policy.
- Abide by the majority decision of the Board.
- Support and assist Management in raising funds for operation of Fair activities.
- Act as an ambassador for the Fair, and project a positive image of the Fair.
- Approve an annual budget that is necessary for the continuous operation of the Fair, by staying informed on the levels of expenditure contained in it and always be concerned with the impact of decisions that may affect the financial soundness of the Fair.

- Approve a schedule of future capital outlay expenditures and major maintenance projects for the coming year. At the time of annual budget preparation, projects for the current budget year should be reviewed and reprioritized if necessary. In order that work schedules for staff can be arranged in an orderly and efficient manner, the Board should assist the Executive Director by authorizing, whenever possible, sufficient projects to keep Staff productive for six months into the adhered to. In the event an unexpected need arises, priorities may be revised or new projects approved and given a higher priority by majority vote of the Board.
- Establish and review the activity schedule for Directors during Annual Fair and Fair functions attended by the Board as a group. Define protocol relating to visiting dignitaries. Encourage the creation (at outside social functions attended by the Board) of an atmosphere beneficial to the Fair activities of Clackamas County. Establish and review policy pertaining to the public image of the Fair as it is reflected through publicity, advertising and community relations.

5.7 **Areas of Concern.** The president of the Board may assign “areas of concern” to each Director. (Assignments shall remain in effect until new assignments are made.) These assignments are for considerations deemed too cumbersome for full Board consideration and requiring expertise or knowledge possessed by particular Directors.

To the extent that it is possible, the President should attempt to keep the “area of concern” assigned to individual Directors ongoing — thereby better utilizing the knowledge and experience of the Directors. The President should attempt to assign an area of concern to an individual member who has expertise in that field. Examples of such “areas of concern” may include: financial; rodeo and show activities; public and political liaison; construction and maintenance; publicity and promotions.

Generally speaking, Directors shall act in their area(s) of concern only to bring recommendations before the full Board, unless given specific authority to act on behalf of the Board. However, during peak workload times, Directors are expected to supplement assistance for the Executive Director. Executive Director should, however, be apprised of any action contemplated in order to maintain proper chain of command.

5.8 **Fair Board Directors Compensation.** Directors have no expense accounts. Reimbursements for necessary expenses shall only be allowed upon approval of the Board.

5.9 **Fair Board Director’s Resignation.** A Director shall notify the President or Executive Director and the Board of County Commissioners in writing of his/her intention to resign.

Resolution (ORS 279.055) – Policy and Procedure.

5.10 Purchasing and Procurement. Except where the Fair Board has designated its authority to the Executive Director for the purchase/procurement of supplies, materials and other personal properties deemed by it necessary for the daily routine operations of the fairgrounds and its activities; and notwithstanding any other rule, regulation, or guideline set forth in this manual, or in the State of Oregon or Clackamas County rules, regulations, standards laws or ordinances, the Fair Board reserves unto, and designates itself as the exclusive contracting party/authority and Contract Review Board/authority, as described in Resolution No. 2011-1. Whereas the Fair Board operating consistent with the requirements of ORS 565.210 to 565.240. As such, the Board is both a "local government" as defined in ORS 174.116 (2011) and a "local contracting agency" as defined by ORS 279A.010 (2011) and therefore authorized by ORS 279A.060 (2011) to act as the Local Contract Review Board. See Appendix 22.1.

5.11 Public Statements. A unified voice is a very beneficial when controversial situations call for public statements from the Board. The designated spokesperson for the Fair shall be the President of the Board or the Executive Director, unless he/she is unavailable or the Board appoints another person. Directors should refer questions concerning controversial Board matters to the spokesperson. In matters of extreme importance the designated spokesperson may choose to consult with the President and/or other members of the Board.

Disagreements among Board Members will occur, and the open discussion of issues is vital in any progressive organization. This policy is not meant in any way to limit the freedom of speech of individual Board Members. There may be occasions when it is impossible or impractical to refer questions to the Board's spokesperson. There are also times when a Director may be the only person holding a minority position on a given issue.

Directors, in making public statements regarding sensitive issues, should stress, if it be true, that theirs is, or may not necessarily be, the opinion of the majority, and attempt to present a positive image of the Fair Board. So far as is practical, the consensus of the Board should be obtained prior to scheduled public writing, speech or public interview by an individual Board Member and if he/she differs from consensus or established Board position or policy, those differences should be identified as, or when they are published, as personal.

6. EXECUTIVE DIRECTOR

6.1. Board policy regarding the Executive Director. The Executive Director is hired by a majority vote of the full Board. The Executive Director serves at the pleasure of the Board, and may be discharged for any reason on 30 days notice.

The Executive Director is charged with the responsibility of daily operation of the Event Center and the Fair. The Board shall set policy that offers guidelines for that operation; entrusting the

actual day-to-day decisions to the Executive Director. In essence, the Board decides the “what” and “when”, the Executive Director develops and carries out the “how”.

Any board concerns that may arise regarding the performance of the Executive Director shall be directed by the President to the Executive Director in a timely manner, so that those concerns may be addressed as part of an ongoing program of management evaluation and improvement. The Board will conduct a Performance Evaluation and Salary Review annually in compliance with Section 7.2.4 Annual Performance Evaluation and Salary Reviews.

The Executive Director is considered “on duty” at all times, and is considered an employee with respect to PERS (retirement), holiday and vacation leave, medical and dental benefits.

6.2. Executive Directors Responsibilities.

- Represents the Fair Board at meetings and functions as requested by the Board.
- Represents the Board at Oregon Fairs Association and Western Fairs Association meetings (within budget limitations) and to be the voting delegate at OFA and WFA elections.
- Stays well informed on Fair related matters.
- Expresses his/her professional opinion at Board meetings on all matters impacting CCEC and the Fair.
- Presents the Board with sufficient information for its use in making policy decisions.
- Places the good of the Fair before that of personal or professional gain.
- Acts in accordance with the Policy Manual.
- Abides by the majority decision of the Board.
- Devises methods and procedures for raising money for the CCEC and Fair.
- Acts as an Ambassador for CCEC, and projects a positive image of CCEC.
- Will insure that annual Performance Evaluations and Salary Reviews are conducted in compliance with Section 5.8 (d), Annual Performance Evaluation and Salary Reviews.
- Works within the framework of the budget approved by the Board, being mindful at all times of approved levels of expenditure and diligence in reminding the Board of the impact its decisions may have on the financial soundness of the Fair.
- Obtains prior Board approval for expenditures for Capital Outlay, equipment, major repair projects or other unusual purchases or expenditures in excess of \$500.00. Routine expenditures for supplies, utilities, etc., do not require prior approval provided they are within approved budget and cash flow limitations.
- Maintains a cash flow balance of \$22,500.00. Short-term exceptions to this amount may be if deemed necessary by majority of Board, but approval of such exceptions

CLACKAMAS COUNTY
Veterans Advisory Council

BYLAWS

Adopted February 27, 2014

ARTICLE I: NAME AND AUTHORITY

This Council shall be known as the Clackamas County Veterans Advisory Council and is created pursuant to the authority conferred in Board Order Number 2012-33.

ARTICLE II: PURPOSE

The Council Shall:

- A. Serve as an advisory body to the Clackamas County Board of Commissioners (BCC) and the Department of Health Housing and Human Services (H3S);
- B. Advise the BCC and H3S on:
 - a. all matters relating the provision of services to veterans, their families and dependents;
 - b. how to ensure that the needs of veterans, their families and dependents are recognized and addressed in a timely manner;
 - c. current issues affecting veterans, their families and dependents and will make recommendations regarding those issues.

ARTICLE III: MEMBERSHIP

SECTION 1: Members

- A. The Council shall be composed of no more than 15 members. All members shall be veterans, close relatives of veterans, or have work or volunteer responsibilities that include providing services to veterans.
- B. All members shall be appointed to provide good representation between branches of service, service in different wars and conflicts, and eras of peacetime service.

C. At least 85% of members will be veterans

SECTION 2: Appointment and Tenure

- A. Members of the Veterans Advisory Council are appointed by the Clackamas County Board of County Commissioners.
- B. The Council shall consist of not more than 15 voting members.
- C. After consideration of the recommendations from the Executive Committee, the Council shall recommend to the Department of Health, Housing and Human Services (H3S) qualified candidates for appointment, or reappointment, to each vacant position.
- D. Each Member shall serve for a period of two (2) years, with one-half of the Regular Members' appointment expiring each year. A Council member may be appointed to two additional terms. A Council member, appointed to fill an unexpired term, may be re-appointed for three additional consecutive terms.
- E. Vacancies which occur before the expiration of a Member's term shall be filled for the unexpired portion of the term by H3S, upon recommendation of the Council after it has considered the recommendation of the Executive Committee.
- F. To be excused from a meeting, a Council member must notify the Council secretary or Chairperson and H3S staff prior to the meeting.
- G. Two unexcused consecutive absences from regularly scheduled meetings of the Council shall constitute automatic resignation by that absent member. Three absences in any twelve-(12) month period, excused or unexcused, by a member will require an Executive Committee review to determine probable future attendance. If termination is recommended by the Executive Committee, a two-thirds vote of members at a Council meeting, with a quorum present, shall constitute automatic termination of that member. Approved leave of absence may be granted by the Executive Committee and shall not be counted in the above formula.

SECTION 3: Voting Privileges

Each Member of the Council present at a Veterans Advisory Council meeting shall be entitled to one vote on all issues presented at regular and special meetings.

SECTION 4: Recall

A member may be recalled by the BCC with or without cause. Members can also be removed by a 2/3 vote of the membership.

ARTICLE IV: Meetings

SECTION 1: Schedule

- A. The Council shall meet at least quarterly at a preannounced location. Special meetings may be called by the Executive Committee or any five (5) members of the Council.
- B. Meetings shall be conducted in accordance with Oregon Public Meeting Laws.
- C. Unless otherwise covered by these bylaws, all Council and sub-committee meetings shall be conducted in accordance with Robert's Rules of Order.
- D. A majority of regular members shall constitute a quorum. When a quorum is in attendance, actions may be approved upon a majority vote of Council members present, unless otherwise provided in the bylaws.
- E. No member of the Council shall be authorized to speak on behalf of the Council until the Council takes a position by formal action.
- F. In the event a Council member engages in business with the County that could present an actual or potential conflict of interest with matters within the Council's purpose, such member will declare the actual or potential conflict and announce its nature. In the event of a potential conflict, the member may participate and vote on the matter following the declaration.

ARTICLE V: OFFICERS AND DUTIES

SECTION 1: Officers

The officers of the Council shall be a Chairperson, a Vice-Chairperson, and a Secretary elected from the Members.

SECTION 2: Election

An election shall be held during the regularly scheduled Committee meeting in June. The Executive Committee shall present a slate of officers

during the regularly scheduled Council meeting in April. Additional nominations may be made during the regularly scheduled Council meeting in June.

SECTION 3: Term of Office

Each officer shall hold office during one fiscal year July 1 - June 30 or until relieved of the position by a two-thirds vote of the Members. Officers may hold succeeding terms of office, but may serve no longer than three consecutive terms.

SECTION 4: Duties

- A. The Chairperson shall preside at all meetings that he or she attends, and shall be responsible for the expeditious conduct of the business.
- B. The Vice-Chairperson shall perform all the duties of the Chairperson during the Chairperson's absence.
- C. The Secretary shall perform all the duties of the Chairperson during the absence of the Chairperson and the Vice-Chairperson.
- D. The Secretary is responsible for reviewing Council meeting attendance records and for advising the Chairperson regarding any Council member with absences requiring action in accordance with Article III, Section 2, item "G".

ARTICLE VI: SUB-COMMITTEES

SECTION 1: Executive Committee

- A. The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary, and Past Chairperson. Should an immediate past Chairperson not be available, the Chairperson shall appoint a replacing member-at-large from the Council to serve for the remainder of the fiscal year. The Executive Committee shall determine the agenda of regular and special Veterans Advisory Council meetings. A quorum shall consist of a majority of the members of the Executive Committee.
- B. The Executive Committee shall select and nominate members to the Council, including interviewing candidates for appointment or reappointment. Final recommendations will be made to the Council for action.

SECTION 2: Other Sub-committees

Standing and special sub-committees may be established as deemed necessary by the Council. The Council Chairperson will appoint each Sub-committee Chairperson.

SECTION 3: Sub-committee Membership

Sub-committee membership shall be determined by the respective Sub-committee Chairperson. A majority of the members of any sub-committee must be members of the Committee. The Chair of each sub-committee must be a member, in good standing, of the Advisory Council.

ARTICLE VII: REPORTING PROCEDURES

The Council shall make its reports and findings and recommendations to the Clackamas County Board of Commissioners and the Department of Health, Housing and Human Services through its officers and designated spokesperson.

ARTICLE VIII: AMENDMENTS TO BYLAWS

Amendments or repeal can occur only by a two-thirds (2/3) vote of members at a regular or special meeting. Any proposed change must be mailed to all members at least two weeks prior to the meeting at which the vote is to be held.

ARTICLE IX: DISSOLUTION

The Council may be dissolved at any time with or without cause by the Clackamas County Board of County Commissioners.

**CLACKAMAS COUNTY COMMUNITY HEALTH COUNCIL
BY-LAWS
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**CLACKAMAS COUNTY
COMMUNITY HEALTH COUNCIL
BY-LAWS**

ARTICLE 1 - NAME AND OFFICES

The name of this governing board shall be known as the Clackamas County Community Health Council (Council), office address: 2051 Kaen Road, Oregon City, Oregon 97045

ARTICLE 2 - PURPOSE

Section 1: The Council is the consumer-majority governing board for the Federally Qualified Health Center (Health Center), operated by the Clackamas Health Centers Division (Division). The Council's governance is required under section 330 of the Public Health Services Act (Act), in order for Clackamas County (County) to receive community health center funding to operate the Health Center. The Council, County and Division work cooperatively in the management and leadership of the Health Center. The County as a public entity establishes the Health Center's fiscal and personnel policies, while day-to-day leadership and management is the responsibility of the Division's Director who is accountable to the Clackamas County Board of County Commissioners and the Council in the operation of the Health Center. In conjunction with the Director, the Council provides leadership and guidance to the Clackamas County Board of County Commissioners regarding the Health Center's programs, strategic direction, policies and financial position with special attention to:

- 1.1. The promotion of health of individuals and the general health of the community, with particular attention to at-risk populations such as migrant and seasonal farm workers.
- 1.2. The development of general health care policy for Health Center programs in conjunction with providers, consumers, and appropriate public and government agencies.
- 1.3. The provision of health care to individuals without regard to age, race, sex, color, disability, sexual orientation, gender identity, political or religious beliefs, national origin, marital status or ability to pay.

ARTICLE 3 - MEMBERSHIP

Section 1: The Council shall have no fewer than nine (9) and no more than twenty-five (25) members. The membership shall be as follows:

- Section 2: CONSUMER MEMBERS** – A majority of members of the Council shall consist of people served by programs of the Health Center and who, as a group, reasonably represent all of the people to be served in terms of factors such as age, race, sex, color, disability, sexual orientation, gender identity, political or religious beliefs, national origin, marital status, economic status and geographic distribution. A consumer member should have used the Health Center’s services within the last two years. A legal guardian of a consumer who is a dependent child or adult, or a legal sponsor of an immigrant may also be considered a consumer for purposes of Council representation. When the Health Center receives both community health center funding and funding designated for a special population, representation should be reasonably proportional to the percentage of consumers the special population group represents. However, there should be at least one representative from the special population group to ensure that the Council is sensitive to the needs of all Health Center consumers.
- Section 3: NON-CONSUMER MEMBERS** – The non-consumer members shall be less than a majority of the members of the Council. Members must be representatives of the community in which the Health Center service area is located and shall be selected for their expertise in relevant subject areas such as a community affairs, local government, finance and banking, legal affairs, trade unions, and other commercial and industrial concerns or social services within the community.
- Section 4: HEALTH CARE PROVIDER MEMBERS** – No more than half of the non-consumer members of the Council may be individuals who derive more than ten percent (10%) of their annual income from the health care industry.
- Section 5: METHOD OF SELECTION** – Council members shall be appointed from the Health Center’s service area. The Council’s nominating committee shall recommend a list of nominees to the Council for each vacant position on the Council. The Council shall approve nominees to appointment by a majority vote. Once approved by the Council, the nominees will be submitted to the Board of County Commissioners (Board) for appointment. While the Board may not appoint members that have not been approved by the Council, the Board may recommend nominees to the Council’s nominating committee for appointment.
- Section 6: MEMBERSHIP TERMS:** A membership term is three (3) years and a member is limited to two (2) terms. Subsequent one (1) year terms may be approved by a majority vote of Council members present in accordance with Article 5, section 5 of these bylaws. A term begins on the first day of the month that the member is approved, and ends on the last day before the anniversary date. Terms may be staggered to avoid excessive term expiration in any year.
- Section 7: VACANCIES:** A vacancy occurs when a Council member’s term expires, or when a Council member moves out of the service area, dies, resigns or is removed. A

vacancy may also occur if a member is absent for three consecutive Council meetings without prior notification to the President of the Council.

- Section 8 **REMOVAL:** Any member may be removed whenever the best interests of the County or the Health Center will be served. Best interests include but are not limited to instances where a member has failed to declare an actual or potential conflict of interest, and when a member has acted contrary to Council directives or applicable laws including these Bylaws. The member whose removal is placed at issue shall be given prior notice of removal, and a reasonable opportunity to appear and be heard at a meeting of the Council. A member may be removed pursuant to this section by a vote of a majority of the total number of members then serving on the Council.
- Section 9: **RESTRICTION** – No member of the Council shall be an employee of the Health Center, or a spouse, domestic partner, child, parent, brother or sister by blood or marriage.
- Section 10: **EX-OFFICIO MEMBER** – The Director of the Clackamas Health Centers Division may be an ex-officio (non-voting) member of the Council.
- Section 11: **TRAINING** – To carry out its duties and responsibilities the Council is responsible for identifying and assuring it meets its educational and training needs including orientation and training new Council members.

ARTICLE 4 – OFFICERS

- Section 1: **OFFICES & RESPONSIBILITIES:** The Council officers shall consist of a President, Vice-President, Secretary, and Treasurer. The President shall preside over meetings of the Council, prepare and ensure that an agenda is distributed prior to each regular meeting, and shall serve as Chair of the Executive Committee and ex-officio member of all other committees. The Vice-President shall perform the duties of the President in the latter's absence. The Secretary will ensure that minutes of all the meetings and proceedings are kept. The Treasurer will chair the Finance Committee. All officers shall have such powers and shall perform such duties as prescribed by these Bylaws, resolutions or other directives of the Council. At least one (1) officer shall be a consumer member.
- Section 2: **NOMINATION & ELECTION:** The Nominating Committee chairperson shall be responsible for conducting the nominations and elections of Council officers. All officers shall be elected annually by majority vote of Council members present.
- Section 3: **TERM OF OFFICE:** The term of office shall be one (1) year, or any portion of an unexpired term. A term shall start July 1 and terminate on June 30 of the following year, or shall continue until a successor has been elected.

Section 4: **VACANCIES:** Vacancies created during the term of an office shall be filled for the remaining portion of the term by special election at a regular meeting in accordance with this Article.

ARTICLE 5 - MEETINGS

Section 1: **OPEN MEETINGS -** All regular and special Council meetings shall conform to Oregon Public Meetings Law (ORS 192.610 to 192.690).

Section 2: **REGULAR MEETINGS:** Regular meetings of the Council shall be held monthly beginning at the hour and place designated in the notice for such a meeting. The time, place and location of the meetings shall be made known to the public by advertising or posting such notice and such notice shall be given to each Council member at least seven days in advance of the meeting date. Notice can be mailed or emailed. When mailed and properly addressed, notice shall be deemed to have been given twenty-four (24) hours after it has been deposited in the United States Mail, postage paid.

Section 3: **SPECIAL MEETINGS:** Special meetings may be called at any time by the Council President, by a signed petition of a majority of the members then serving, or in response to a request by the County. Special meetings shall be held upon notice delivered by mail, email, telephone or personally to all Council members at their residence or usual place of business not less than seven days before the day of the meeting and specifying the place, day, hour and general purpose of such a meeting.

Section 4: **EXECUTIVE SESSIONS:** Consistent with the intent of Oregon's Public Meetings Law (ORS 192.610 to 192.690), executive sessions may be called during any regular, special or emergency Council meeting as long as advance notice is given, including the time, place, and a list of topics to be discussed. Executive sessions are allowed only for very limited purposes as identified in Oregon's Public Meetings Law. No final action may be taken in executive session and decisions must be made at a regular or special Council meeting.

Section 5: **VOTING –** A majority of current Council members shall constitute a quorum for the transaction of business at any meeting of the Council. If a quorum is present, the vote of the majority of the Council members present and entitled to vote shall be the act of the Council. Each member shall be entitled to one (1) vote. No proxy votes shall be accepted.

Section 6: **MINUTES –** The elected Secretary, or a designated member when the Secretary is absent, will ensure that minutes of all Council meetings and proceedings are kept. The minutes shall be reviewed and approved at each subsequent Council meeting. Minutes shall be stored and retained in accordance with Oregon Public Records Law.

Section 7: **RULES OF ORDER:** Meetings shall be conducted using the latest edition of the general guidelines of *Robert's Rules of Order Newly Revised*.

Section 8: **ATTENDANCE:** Council members shall attend all Council regular and special meetings and committee meetings to which members are assigned. Any absence must be approved by the President prior to the scheduled meeting. If a member is absent for three consecutive meetings without prior notification to the President the member's term will be deemed expired and a vacancy will occur. The Council may establish criteria for a policy that allows members to appear by telephone or by other means of electronic communication in lieu of a personal appearance.

ARTICLE 6 - COMMITTEES

Section 1: **STANDING COMMITTEES** – The Council shall designate a Finance Committee, a Quality Improvement Committee and a Nominating Committee as its permanent or standing committees. Committee members and Chairs shall be appointed by the President with the approval of the Council. The Chair of a committee shall hold office for a maximum of one (1) year or until a successor is appointed and approved. All members of each committee shall hold office for one (1) year with a maximum of three (3) years or until a successor is appointed and approved. All committees shall meet as needed to accomplish their duties and shall maintain written minutes of all meetings, which shall be available to the Council. Committees shall report in writing to the Council as necessary, in the form of reports or recommendations.

Section 2: **COMPOSITION** – Each committee will have at least one consumer member.

Community members may be asked to volunteer their expertise and knowledge with a Committee. The Community Volunteer is invited to attend and participate at the committee meeting at the discretion of the Committee Chair. The Community Volunteer's attendance may begin and end any time during the year and the Committee Chair may ask the Community Volunteer Member to cease attending the committee meetings at any time.

Community Volunteer's will vote at the committee meeting but not at the Full Council meeting. The number of Community Volunteer Members cannot exceed the number of Council Members on the Committee.

No Community Volunteers will be invited to serve on the Nominating Committee.

The Community Volunteer Member will sign documents as required of all Council Members, i.e. disclosure and confidentiality documents.

Section 3: EXECUTIVE COMMITTEE:

- 3.1 **Composition:** The Council shall have an Executive Committee composed of the President, Vice-President, Secretary, Treasurer and two (2) members-at-large elected annually by majority vote of those Council members present and who shall serve for one (1) year or until a successor is appointed and approved. At least two (2) members of the Executive Committee will be consumers.
- 3.2 **Powers:** The Executive Committee shall coordinate the activities of all committees and perform such other duties as authorized and directed by the Council. It shall meet as needed and maintain written minutes of all meetings which shall be reported at the next regular meeting of the Council.

Section 4: AD-HOC COMMITTEES – Ad-Hoc Committees may be established by the Council as needed and may consist of additional individuals from the community chosen for their expertise and knowledge and concern about a specific issue or a field of endeavor. All Ad-Hoc Committees will have at least one consumer member. Once an Ad-Hoc Committee has completed assigned tasks, it shall cease to exist.

ARTICLE 7 - COUNCIL POWERS AND RESPONSIBILITIES

Clackamas County is a public entity and as such it retains responsibility for the fiscal and personnel policies of its Division in operation of the Health Center. In conjunction with that authority the Council's responsibilities include providing advice, leadership and guidance to the Division in the Health Center's operation and to the Board of County Commissioners regarding the healthcare needs of Clackamas County residents. By such organization the Council may act to do the following:

- Section 1:** Participate in the selection, dismissal and annual performance evaluation of the Director of the Community Health Division with regard to the Director's capacity to the Council, in accordance with Bureau of Primary Care (BPHC) Program requirements and Clackamas County personnel policies.
- Section 2:** Determine program policy as it affects personnel and patients, fiscal accountability, public relations, contractual agreements, and other Health Center program policies pertinent to program effectiveness.
- Section 3:** Approve the Health Center's annual budget for submission to the County Budget Officer. For the purpose of exercising this authority, the Council accepts the County's fiscal and budgetary system. The Council will review financial summaries quarterly.

- Section 4: Evaluate Health Center program activities, including service utilization patterns, productivity of the programs, patient satisfaction, achievement of program objectives, and develop a hearing process to resolve patient grievances.
- Section 5: Assure that Health Center programs and polices are developed and operated in compliance with these Bylaws and applicable federal, state, local laws and regulations, and established County fiscal and personnel policies and procedures. Policies that are approved by the Council but are determined by the Board of County Commissioners to be inconsistent or in opposition to such lawful authority shall be deemed void and unenforceable.
- Section 6: Adopt Health Center health care policies, including the scope and availability of services, location and hours.
- Section 7: Review and recommend approval or disapproval of grant applications for Health Center programs.
- Section 8: Establish personnel policies and procedures governing all Health Center staff. For the purpose of exercising this authority, the Council will use the County personnel policies and procedures, salary and benefit scales.
- Section 9: The Council will direct the Board regarding the health care needs of the program service area residents, improved service delivery mechanisms, and other matters pertaining to health care.
- Section 10: The Council will oversee compliance with special conditions of funding sources, including the assurance that an annual independent financial audit is performed in accordance with federal audit requirements.
- Section 11: The Council will establish rules of procedure for all matters that come before it.
- Section 12: The Council will annually prepare a written self-evaluation of the Council's performance to be reported and recorded at a meeting of the Council.
- Section 13: Individual council members will be expected to serve on at least one subcommittee unless such service constitutes a hardship and a temporary exception up to 90 days is granted by the Council president.

ARTICLE 8 - CONFLICT OF INTEREST

- Section 1: Oregon's Government Standards and Practices (Oregon Revised Statutes (ORS), Chapter 244) govern Council members' conduct as public officials. Council members are required to follow the code of ethics set forth in ORS 244.040 and are prohibited from engaging in Actual Conflicts of Interest and must declare Potential Conflicts of Interest as those terms are defined in ORS 244.020. Members are to refrain from:

- 1.1 Using her/his Council appointment in any way to obtain financial gain for the Council member, a person in the member's household or relative, or for any business with which the Council member or a person in the member's household or relative is associated.
- 1.2 Taking any action on behalf of the Council, the effect of which would be a financial gain or loss to the member or a person in the member's household or relative.

Section 2: **ACTUAL CONFLICT OF INTEREST:** No member of the Council shall participate in any discussion or debate or vote in a situation where an actual conflict of interest exists for that member, a person in the member's household or relative. The member must immediately declare the conflict orally to the President and explain the nature of the conflict in writing. Both the declaration and the nature of the conflict must be noted in the minutes of the next scheduled Council meeting.

Section 3: **POTENTIAL CONFLICT OF INTEREST:** When a potential conflict of interest exists a Council member must immediately declare the conflict of interest orally to the President and explain the nature of the conflict in writing prior to participating in any discussion, debate or vote on the issue at committee or Council level. Both the declaration and the nature of the conflict must be noted in the minutes of the next scheduled Council meeting.

Section 4: **MEMBER CHALLENGE:** In addition to a Council member declaring a conflict of interest, any Council member may challenge any other member (s) as having a conflict of interest. It shall be the responsibility of the President to identify any conflict of interest, either by declaration or challenge.

Section 5: **DETERMINATION OF CONFLICT OF INTEREST:** The determination of whether a conflict of interest exists shall be made at a Council meeting by recorded roll call vote prior to the Council's further consideration at committee or Council level of the issue from which the conflict arises. The Council member(s) at issue shall not participate in the roll call vote.

ARTICLE 9 - COMPENSATION

Section 1: No payment shall be paid to a member for services as a member of the Council whether actual or in-kind.

Section 2: Council members may be eligible for reimbursement for the following expenses upon satisfactory proof of an incurred expense and as provided by County policy:

- 2.1 Council members may receive travel reimbursement for attendance at Council meetings, training, or other approved Council functions under the same policy as County staff;

- 2.2 Council members may receive compensation for child care and dependent care when attending meetings or training sessions.
- 2.3 Council members earning less than 200% of the Federal Poverty Level may receive reimbursement for loss of wages when attending meetings or training sessions;

ARTICLE 10 – GENERAL PROVISIONS

Section 1: PUBLIC REPRESENTATION: Any form of public representation regarding the operation of the Health Center may originate only from the Director, or designee, in consultation with the Board of Clackamas County Commissioners and the Council President. In accordance with Council direction, the Council President may act or speak on behalf of the Council. Otherwise individual members are not authorized to act or speak on behalf of the Council, Health Center or County.

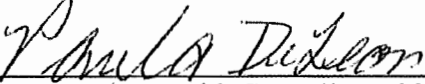
Section 2: RECORDS RETENTION: Records of the Council and its committees shall be retained in accordance with Oregon Administrative Rule, Chapter 166, Division 150.

ARTICLE 11 - BYLAW ADOPTION AND AMENDMENTS

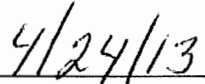
The bylaws may be repealed or amended, or new bylaws may be adopted at any meeting of the Council at which a quorum is present, by two-thirds (2/3) of those present and voting. At least twenty (20) days written notice must be given to each member of the intention to alter, amend, repeal, or to adopt new bylaws, as well as the written alteration, amendment or substitution proposed. Bylaw amendments approved by the Council must comply with the authority granted in these Bylaws, County policies, state law and federal laws and regulations regarding section 330 Community Health Center program or shall be deemed unenforceable and void.

[Enacted August 13, 1992; Revised May 7, 2002; Revised October 19, 2005; Revised July 19, 2006; July 19, 2006 version repealed and replaced with bylaws adopted on July 18, 2007; Revised 10-15-08; Revised 8-18-10; Revised 10-20-10; Revised 3.27.13]

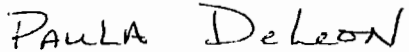
Clackamas County Community Health Council Bylaws Approved:



Community Health Council President



Date



Printed Name

APPROVED: CAB 10-28-85
BCC 11-21-85
AMENDED: February, 1987
November, 1993
September, 1997
March, 2002
October, 2007
December, 2008

CLACKAMAS COUNTY COMMUNITY ACTION BOARD

BYLAWS

Article I - NAME:

This board shall be known as the Clackamas County Community Action Board (CAB) and shall operate under the authority of the Board of County Commissioners, as the advisory body working with the Clackamas County Community Action Agency (CAA).

Article II – PURPOSE:

The purpose of the CAB is to advise the CAA on ways to: mobilize human and financial resources at the local, State, and Federal levels to benefit disadvantaged persons and maximize their opportunity for self-sufficiency; to minimize the causes and conditions of poverty; to cooperate with other persons and organizations interested in community betterment; and to advocate for institutional change to reduce the problems of poverty. CAB members are thus expected to become knowledgeable of CAA programs and local, state, and national issues pertaining to poverty.

Article III - CAB FUNCTIONS:

Subject to the advice and consent of the Board of County Commissioners and Federal and State regulations, the CAB shall:

- (1) Participate in the final selection of the Executive Director of the CAA
- (2) Advise on overall program plans and priorities for the CAA with final approval by the Board of County Commissioners.
- (3) Recommend approval of CAA program proposals, budgets and fiscal policies.

- (4) Determine the policies and rules of procedure for the CAB and Board committees.
- (5) Select officers of the CAB and the Executive Committee.
- (6) Grant leaves of absence to the Board members in justifiable cases.
- (7) Advocate on behalf of low-income people with public and private organizations.

Article IV - BOARD MEMBERSHIP

SECTION 4.1 - CAB Structure: The CAB shall consist of a minimum of nine (9) members as follows:

- A. A minimum of one-third shall be representative of the sector of people who have low incomes;
- B. One- third shall be elected officials currently holding office, or their representatives, except that if the number of elected officials willing to serve is less than one-third of the membership of the CAB, membership of the Board of appointed public officials may be counted in meeting such one-third requirement; and
- C. The remainder of the members shall be representatives of business, industry, labor, religious, private, educational, or other private sector organizations.

Members of the Board shall be elected in a manner to assure that they speak and act on behalf of the group or organization which they represent.

SECTION 4.2 - Invitation and Selection: Low-income and private sector organizations may seek representation on the CAB or be invited by the CAB to be represented thereon.

Upon being selected for representation on the CAB, the organization must then select a representative and inform the Board in writing.

SECTION 4.3 - Alternates: Each CAB member may have an alternate chosen in the same manner as the members.

In the absence of the Board member, the alternate shall have all the powers and responsibilities of the Board member; provided, however, that an alternate shall not serve as a Board officer or committee chairperson.

SECTION 4.4 - Appointment: The appointment of members of the Community Action Board shall be by the Board of County Commissioners upon recommendation by the CAB.

SECTION 4.5 - Terms of Office: Low-income and private sector representatives shall serve for a term of three (3) years and may be reappointed.

Public officials, or their representatives, serve at the pleasure of the Board of County Commissioners and as long as the public official is currently holding office.

SECTION 4.6 – Absences: Two unexcused consecutive absences from regularly scheduled meetings of the Board shall require Board review of the membership status of the absent member.

SECTION 4.7 – Vacancies: After consideration of the recommendations of the Executive Committee, the CAB shall recommend to the Board of County Commissioners at least one qualified candidate for appointment, or reappointment to each vacant position.

SECTION 4.8 - Conflict of interest: No employee of the Clackamas County Social Services Division or of Oregon Housing and Community Services may serve on the Board. No person may serve on the Board who is an employee of, or has a financial interest in, any organization which receives funds under contract with Clackamas County Social Services.

Article V - MEETING

SECTION 5.1 – Quorum: Fifty percent (50) of the total filled seats of the CAB, Executive Committee, or any committee of a standing or ad hoc nature must be present to transact business at any special or regularly scheduled meeting.

If a quorum of the CAB is not present at a regular or special meeting, a quorum of the Executive Committee shall enact only items of business on which action is mandatory.

SECTION 5.2 - Regular Meetings: The CAB shall establish a regular monthly meeting date, time and place to be designated by the CAB or the Executive Committee. Notice and agenda for CAB meetings shall be sent to all Board members not less than five (5) calendar days in advance of the scheduled meeting date.

SECTION 5.3 - Special Meetings: Special meetings of the CAB may be called by the Chairperson, or upon the written request of any five (5) members of

the CAB, provided each member has at least two (2) calendar days advance notice of the time and place of the meeting.

SECTION 5.4 - General Rules: The principles of Robert's Rules of Order shall govern all CAB and committee meeting in all cases in which they do not conflict with these Bylaws. All meetings of the CAB and committees of the CAB shall be open to the public, except as closed Executive Sessions are needed.

Each member shall have one vote. Proxy votes shall not be permitted under any circumstances. The chairperson shall provide opportunity for comment from the public on each agenda item considered by the Board.

Article VI - OFFICERS OF THE COMMUNITY ACTION BOARD

SECTION 6.1 – Officers: Officers of the CAB shall be as follows:

- (1) A Chairperson who shall preside over all meetings of the CAB and exercise overall responsibility for the supervision of all Board activities.
- (2) A Vice-Chairperson who shall perform and/or share all the duties of the Chairperson.
- (3) Member-at-large. In the event of more than one member of the CAB expressing an interest in serving on the CAB Executive Committee as an Officer of the CAB representing the member-at-large, two candidates, but not more than two, can be elected to serve as the member-at-large.
- (4) Joint Advocacy Committee Representative: One member of the CAB shall also serve on the Joint Advocacy committee to provide representation for the interests of low-income individuals and families. That individual may be nominated or may volunteer with the agreement of a simple majority vote of the CAB. The term of service shall be for one (1) year and will include regular reports back to CAB on the activities of that group.

SECTION 6.2 - Term of Office: Each officer shall serve a one-year term of office and may be reelected, but may not serve more than two (2) consecutive terms in any one office.

SECTION 6.3 - Elections: Officers shall be elected annually at the November/December meeting and assume office in January. A slate will be nominated by the Executive Committee, either directly, or through the creation of a special committee. Nominations will also be accepted from the floor.

SECTION 6.4 - Recall and Vacancies: In the event a vacancy occurs in any office of the CAB or Executive Committee, an election shall be held at the next succeeding regular meeting to fill the vacancy for the remainder of the term.

A motion to recall an officer must be approved by a simple majority vote of the total filled seats of the CAB at any regular or special meeting called for this purpose.

Article VII - COMMITTEES

SECTION 7.1 - Standing Committees: The only standing committee for the CAB shall be the Executive Committee which shall also have lead authority for responsibilities enumerated in article 11.

It shall be the prerogative of the Chairperson and/or the CAB to create any committee as needed. The Chairperson of the CAB shall appoint committee membership. Any member of a CAB committee shall have one vote.

SECTION 7.2 - Executive Committee: shall be composed of the officers of the CAB as set forth in Article VI, Section 6.1

The Executive Committee shall:

- (1) Meet on call of the Chairperson.
- (2) Transact business between meetings of the full Board.
- (3) Plan an agenda for each Board meeting.
- (4) Report on the actions it takes between meetings at the next meeting of the full Board.
- (5) Recommend policies and advocacy actions to the full Board.

Article VIII - AMENDMENTS TO BYLAWS

Bylaws may be amended at any meeting of the CAB by the majority of the members present at a meeting duly called for the purpose; provided that notice of such a meeting, together with a copy of such proposed amendment or amendments, shall be sent to each member of the Board (10) days prior to the meeting. No amendment may be adopted without the prior written notice having first been given to the Board of Clackamas County Commissioners.

Bylaws of Library District of Clackamas County Budget Committee

ARTICLE I

The name of the organization shall be the Library District of Clackamas County Budget Committee.

ARTICLE II

BOUNDARIES. The boundaries of the Library District of Clackamas County Budget Committee shall be the same as those established by Library District of Clackamas County. These boundaries take into account natural boundaries, commercial patterns, community organizations and historic factors.

ARTICLE III

PURPOSE. The purpose of the Library District of Clackamas County Budget Committee is to receive the budget message and budget document, provide the opportunity for and hear public comment, and approve the budget for the LIBRARY DISTRICT OF CLACKAMAS COUNTY.

ARTICLE IV

MEMBERSHIP. Membership shall consist of the five members of the Board of County Commissioners and five citizen members at large.

- a. Membership in the Library District of Clackamas County Budget Committee shall be open to anyone who is a resident of the Library District of Clackamas County.
- b. Membership shall not be limited by race, creed, color, sex, age, heritage, national origin or income. All new members applying or the Committee will be required to show proof of eligibility.
- c. Members shall have an appointment term of three (3) years which shall expire on third year from the date of appointment. Terms shall be staggered so that about one-third of the appointed terms end each year. There are no term limits and Members may seek reappointment. Current members seeking a new term on the Budget Committee shall submit an application at least thirty (30) days prior to the expiration of their current term.

The Budget Committee may meet prior to their first "official" meeting under

ORS 294.426 at which the budget message is delivered and for which notice must be published. Discussion items prior to the first “official” meeting are limited based on ORS 294.426(6). Minutes of all meetings shall be kept and shall be available for public inspection as required by ORS 192.650 of the Oregon Public Meetings Law. A copy of all meeting minutes shall be provided to the County Public and Government Affairs Office.

QUORUM and VOTING. A quorum shall be present at a meeting in order for the Library District Budget Committee to transact business. A quorum consists of a majority of all members of the Committee, not just those present. Any budget committee action requires the affirmative vote of the majority of the total budget committee membership.

RECORDS. All records of the Library District of Clackamas County Budget Committee shall be subject to Oregon Public Records Law.

ARTICLE V

HEARING PROCESS AND PROCEDURE. The Hearing Process and Procedure shall comply with Oregon Budget Law – and the proceedings of the meeting shall be governed by ORS 294. All budget committee meetings shall comply with the Oregon Public Meetings Law.

ARTICLE VI

AMENDMENTS. These bylaws may be amended. Proposed amendments shall be submitted to the County Counsel for approval. Upon approval of the County Counsel, the proposed amendments shall be approved by the members of the Clackamas County Library District Committee. However, the amendments shall not be in effect until approved by the Board of County Commissioners and that approval has been communicated back to the Chairperson.

The amended bylaws shall supersede all previous bylaws and become the governing rules for the Committee.

County Parks Advisory Board Bylaws

ARTICLE I

NAME. The name of the organization shall be the Parks Advisory Board (PAB).

ARTICLE II

BOUNDARIES. The boundaries of the PAB shall be the same as those established by Clackamas County. These boundaries take into account natural boundaries, commercial patterns, community organizations and historic factors.

ARTICLE III

PURPOSE. The purpose of the PAB is to serve the residents within the boundaries of the PAB in matters concerning county parks including budget, operations, capital projects and community issues in general.

GOALS. The goals of the PAB are as follows:

- a. The PAB will serve in an advisory capacity to the Board of Clackamas County Commissioners on all matters pertaining to County Park policy, management, development, acquisition, and the disposition of park property, and other significant matters pertaining to Park administrative decisions.
- b. The PAB will render advice and recommendations to the Commissioners on all matters submitted by the Commissioners to the PAB for their consideration.
- c. The PAB will initiate advice to the Commissioners based on PAB member observations of park operations, public concerns expressed to the PAB, and other input that is either brought before or initiated by individual PAB members.
- d. The PAB will furnish advice and recommendations to the Commissioners, in writing, by memoranda signed by the PAB Chairperson or that person's designated representative.
- e. The PAB will review and evaluate the park budget at a regular meeting, as submitted by the appropriate county agency, one month prior to submittal to the County Budget Committee.

ARTICLE IV

MEMBERSHIP. Board membership shall consist of 9 regular members and 3 alternate members, to be appointed by the Board of County Commissioners. Candidate names for new regular member positions and new alternate member positions will be submitted by the PAB to the Board of County Commissioners for approval as soon as possible after each position becomes vacant.

- a. Membership shall not be limited by race, creed, color, sex, age, heritage, national origin or income. Membership will be granted upon signing the official membership register.
- b. The term of appointment for each PAB member will be four (4) years. At the Board of County Commissioners' option, Parks Advisory Board members may be re-appointed to successive terms. Alternate members may be appointed to fill board vacancies. There are no term limit requirements but the Board of County Commissioners encourages as many citizens as possible to have the opportunity to serve on advisory boards.
- c. PAB members are expected to attend all regularly scheduled meetings and to participate on all assigned sub-committees.
- d. Failure of a PAB member or alternate member to attend any two consecutive regularly scheduled meetings, or more than four regularly scheduled meetings in any one calendar year, will constitute noncompliance. Should this occur, the PAB will review the member's or alternate's attendance record and, after allowing for absences with good cause and having been excused from attendance, shall make any recommendation to the Board of County Commissioners for termination, if necessary.
- e. Membership will be terminated, prior to conclusion, if a member or alternate member fails to comply with individual attendance or responsibility requirements. The PAB Chairperson or designated alternate will advise the Board of County Commissioners in writing, of the need for termination action. A copy of this correspondence will be furnished to the member in question. Final termination decisions will be the responsibility of the Board of County Commissioners.

ARTICLE V

OFFICERS. The officers of the PAB shall include the following:

- a. **Chairperson.** The Chairperson shall preside over all meetings of the PAB and shall co-sign for all authorized expenditures, appoint committee heads and have the responsibility of the performance of such duties as prescribed in these bylaws. The Chairperson shall act as an ex-officio member of all committees.
- b. **Vice-Chairperson:** The Vice-Chairperson shall aid the Chairperson and perform the duties of the Chairperson in his/her absence or disability. The Vice-Chairperson may also co-sign for authorized expenditures in the event the Chairperson or Treasurer is absent.

- c. **Secretary:** The Secretary shall keep accurate records of all meetings of the PAB. The minutes shall be made available to any member or the public as required by the Oregon Public Records and Meetings Law. The Secretary shall handle all correspondence of the PAB. The Secretary shall be responsible to maintain the membership registry required by these bylaws.

The PAB shall provide the County Public and Government Affairs Department with a current list of officers.

SELECTION OF OFFICERS. Officers shall be elected for one-year terms of office at the first regularly scheduled meeting of the Parks Advisory Board at the beginning of the calendar year.

- a. Elections shall take place each year by secret ballot of the Parks Advisory Board members present at the first regularly scheduled meeting of the calendar year.
- b. A simple majority vote will be required to elect a member to a designated office.

All members are eligible for election to officer positions. The Chairperson shall not vote for an officer except in the event of a tie when the Chairperson shall cast the deciding vote. Proxy votes shall not be allowed.

TERM OF OFFICE. The term of office for all officers shall be one (1) year, however, the officer shall continue to serve until a successor is elected or appointed to that office.

VACANCIES. A vacancy occurs when an officer dies, resigns, is removed, or has more than three (3) unexcused absences from meetings during a calendar year. A vacancy shall be filled by appointment by the PAB. The person appointed to fill the vacancy shall serve the remainder of the unexpired term and until a successor is elected or appointed to that office.

NOMINATING COMMITTEE. Nominating Committee shall be appointed by the Chairperson at least thirty (30) days prior to the annual meeting. This committee shall present its recommended list of candidates to the PAB. If possible there shall be at least two (2) people nominated for each office. No person may be confirmed as a nominee without the permission of the nominated person.

ARTICLE VI

MEETINGS.

- a. The PAB will hold one regularly scheduled meeting per calendar month. The time and place of each meeting shall be published on the County Parks' website, and be provided to PAB members one month in advance. Regular monthly meetings are set for the third Tuesday of each calendar month. Meetings of the PAB shall be held in accordance with the Oregon Public Meetings Laws.

- b. An annual meeting will be held once per year for the purpose of electing officers and such other business as deemed necessary.
- c. Special meetings may be called by the Chairperson at any time upon the request of two (2) of the officers or any five (5) members of the PAB. The time and location shall be determined by the Chairperson. Notice of all meetings shall be provided as required by ORS 192.640 of the Oregon Public Meetings Law. Minutes of all meetings shall be kept and shall be available for public inspection as required by ORS 192.650 of the Oregon Public Meetings Law. A copy of all meeting minutes shall be provided to the County Public and Government Relations Office.
- d. Notice of the meetings shall be sent to each member by electronic mail or through the US Postal Service mail upon member request, one week (if possible) before each scheduled meeting. County Parks will provide meeting notices on the County Parks webpage. Public notice shall be given in accordance with Oregon State Statutes of all regularly and specially scheduled Parks Advisory Board meetings.
- e. If it becomes necessary to change or eliminate a meeting, county staff should notify each member by email or through the United States Postal Service mail at least one week prior to the scheduled meeting, if at all possible.

QUORUM and VOTING. A quorum shall be present at a meeting in order for the PAB to transact business. A quorum consists of a majority of all members of the PAB, not just those present. A vacancy on the board does not affect the quorum requirements. The PAB can take official action only with the affirmative vote of a majority of all members.

- a. Seven voting members (chairperson included) constitute a quorum. PAB members will have voting members at all meetings. An absentee member may assign voting rights to a specific alternate member in case of anticipated absence. If an absentee member does not assign voting rights to a specific alternate member, the alternate members present will decide who will exercise the absentee's voting privilege.
- b. The Chairperson or other designated presiding officer is allowed to vote only in the case of a tie vote among the Board members present and voting.
- c. A member must be present at a Board meeting in order to exercise the right to vote, except in those situations where prior notice is given on a resolution to be acted upon at the next meeting. In that event, a voting member may vote by proxy. Such proxies shall be in writing and signed by the Board member granting them, or can be designated through electronic mail to the Chairperson and board Secretary.
- d. Alternate members will participate on standing or special committees, as appointed by the Chairperson. Both regular and alternate members will have voting rights within their limited, assigned committees.

RECORDS. All records of the PAB shall be subject to disclosure except as allowed by exemptions of the Oregon Public Records Law.

ARTICLE VII

HEARING PROCESS AND PROCEDURE. The principles of parliamentary rules of procedures such as Robert's Rules of Order shall govern proceedings at any meeting of the PAB. The Chair shall be guided by these principles in deciding any procedural questions. The Chair's decision on procedural matters may be overruled by a majority of the members voting on the question. The PAB may establish a more detailed hearing procedure to provide for an orderly process for holding a public hearing. All meetings shall comply with the Oregon Public Meetings Law.

CONDUCT OF MEETINGS.

- a. The Chairperson will preside over all meetings and shall be the official spokesperson for the Board. The Vice Chairperson will serve for the chairperson' in that person's absence.
- b. A recording secretary will be provided by County Parks' staff for all regularly scheduled meetings.

MINUTES.

- a. The designated Recording Secretary will maintain written minutes of all regularly scheduled meetings.
- b. Minutes will be published and distributed to all Parks Advisory Board members no later than one week prior to the next scheduled regular meeting.
- c. Minutes must be approved or amended and approved by quorum of the Parks Advisory Board prior to becoming a matter of record.
- d. The Chairperson will be responsible for insuring that minutes or other written records, as appropriate, are recorded at all special meetings and at all committee meetings. All such information will be submitted to the membership for approval at the following regularly scheduled meeting.
- e. A copy of the approved minutes of all meetings will be forwarded to the Board of County Commissioners for their information.

ARTICLE VIII

COMMITTEES. The PAB may create committees as required to promote the purposes and objectives of the PAB. A chairperson for each committee shall be selected by the PAB Chairperson.

ARTICLE IX

AMENDMENTS. These by laws may be amended. Proposed amendments shall be submitted to the County Counsel for approval. The Parks Advisory Board can propose amendments that have been voted on and approved by a 2/3 majority of the Board members. Proposed amendments shall be submitted to the County Counsel for approval. However, the amendments shall not be in effect until approved by the Board of County Commissioners and that approval has been communicated back to the Chairperson.

The amended bylaws shall supersede all previous bylaws and become the governing rules for the PAB.

Bylaws of the Clackamas County Development Agency Budget Committee

ARTICLE I

The name of the organization shall be the Clackamas County Development Agency Budget Committee.

ARTICLE II

PURPOSE. The purpose of the Clackamas County Development Agency Budget Committee is to advise the BCC in regard to the budget needs of the Clackamas County Development Agency.

GOALS. The goals of the Clackamas County Development Agency Budget Committee are as follows:

Act as an advisory board to the Board of County Commissioners and others on matters affecting the development of the Develop Agency's annual budget.

ARTICLE III

MEMBERSHIP. Membership shall consist of the five members of the Board of County Commissioners and five citizen members and shall be as representative as possible of the geographic, demographic and philosophical entities of the County.

- a. Members of the Development Agency Budget Committee shall be selected from a pool of applicants solicited, received and appointed by the Clackamas County Board of County Commissioners. Membership in the Development Agency Budget Committee shall be open to anyone who is a resident of the County, but not a resident of a city within the County that has an urban renewal agency.
- b. Membership shall not be limited by race, creed, color, sex, age, heritage, national origin or income. All new members applying to the Committee will be required to show proof of eligibility.
- c. Members shall have an appointment term of three (3) years which shall expire on December 31st of the third year of service. Expiration dates for the terms shall be staggered so that no more than two of the members' terms will expire in any year. For this purpose, membership terms may initially be staggered for less than three (3) years. Members may seek reappointment for a maximum of two consecutive terms. Current members seeking a new term on the Development Agency Budget Committee shall submit an application at least thirty (30) days prior to the expiration of their current term.

ARTICLE IV

OFFICERS. The officers of the Development Agency Budget Committee shall include the following:

- a. **Chairperson.** The Chairperson shall preside over all meetings of the Development Agency Budget Committee and have the responsibility of the performance of such duties as prescribed in these bylaws. The Chairperson will act as a point-of-contact between County officials and the Development Agency Budget Committee.
- b. **Vice-Chairperson:** The Vice-Chairperson shall aid the Chairperson and perform the duties of the Chairperson in his/her absence or disability.
- c. **Secretary:** The Secretary shall keep accurate records of all meetings of the Development Agency Budget Committee. The minutes shall be made available to any member or the public as required by the Oregon Public Records and Meetings Law. The Secretary shall handle all correspondence of the Committee.

The County Liaison, Mary Anderson, shall provide the County Public and Government Affairs Department with a current list of officers and members.

SELECTION OF OFFICERS. The first election shall be held at the first meeting of the Development Agency Budget Committee. After the first election, the election of officers of the Committee shall be held in conjunction with the annual meeting. Members shall assume their duties immediately upon election to office. All members are eligible for election to officer positions. The Chairperson shall not vote for an officer except in the event of a tie when the Chairperson shall cast the deciding vote. Proxy votes shall not be allowed.

TERM OF OFFICE. The term of office for all officers shall be one (1) year, however, the officer shall continue to serve until a successor is elected or appointed to that office.

VACANCIES. A vacancy occurs when an officer dies, resigns, is removed, or has more than three (3) unexcused absences from meetings during a calendar year. A vacancy shall be filled by appointment by the Board of County Commissioners. The person appointed to fill the vacancy shall serve the remainder of the unexpired term and until a successor is elected or appointed to that office.

ARTICLE V

MEETINGS. Meetings of the Development Agency Budget Committee shall be held in accordance with the Oregon Public Meetings Laws. Meetings shall be held no less than twice per year, with the annual meeting being held once per year for the purpose of electing officers and such other business as deemed necessary.

The Chairperson may call special meetings at any time upon the request of two (2) of the officers or any three (3) members of the Development Agency Budget Committee. Minutes of all meetings shall be kept and shall be available for public inspection as required by ORS 192.650 of the Oregon Public Meetings Law. A copy of all meeting minutes shall be provided to the County Public and Government Affairs Office.

QUORUM and VOTING. A quorum shall be present at a meeting in order for the Development Agency Budget Committee to transact business. A quorum consists of a majority of all members of the Committee, not just those present. The Committee can take official action only with the affirmative vote of a majority of all members.

RECORDS. All records of the Development Agency Budget Committee shall be subject to disclosure except as allowed by exemptions of the Oregon Public Records Law.

ARTICLE VI

HEARING PROCESS AND PROCEDURE. The principles of parliamentary rules of procedures such as Robert's Rules of Order shall govern proceedings at any meeting of the Development Agency Budget Committee. The Chair shall be guided by these principles in deciding any procedural questions. The Chair's decision on procedural matters may be overruled by a majority of the members voting on the question. The Committee may establish a more detailed hearing procedure to provide for an orderly process for holding a public hearing. All meetings shall comply with the Oregon Public Meetings Law.

ARTICLE VII

AMENDMENTS. These by laws may be amended. Proposed amendments shall be submitted to the County Counsel for approval. Upon approval of the County Counsel, the proposed amendments shall be approved by the members of the Development Agency Budget Committee. However, the amendments shall not be in effect until approved by the Board of County Commissioners and that approval has been communicated back to the Chairperson.

The amended bylaws shall supersede all previous bylaws and become the governing rules for the Committee.

CLACKAMAS COUNTY
DEVELOPMENTAL DISABILITIES COUNCIL

BYLAWS

ARTICLE I - NAME

The name of this Council shall be the Clackamas County Developmental Disabilities Council, hereinafter called the DD Council, delegated for oversight of the Community Developmental Disabilities Program as outlined in OAR 411-320-0030 (8) (c).

ARTICLE II - PURPOSE

The functions of the DD Council include but are not limited to:

- (a) To advise the Director of Health Housing and Human Services, Director of Social Services and the DD Program Manager in planning. And reviewing programs and recommending policy for Developmental Disabilities program areas. Assisting in the development and review of local quality assurance activities as required in OAR 411-320-0030 (8) (c).
- (b) To recommend program goals and objectives to the Director of Health Housing and Human Services, Director of Social Services DD Program Manager and Board of County Commissioners (BCC).
- (c) To Participate in the selection process of the DD Program Manager
- (d) To participate in site reviews when feasible and to make recommendation for improvements
- (e) The DD Council shall perform other functions consistent with current Oregon Statutes that define the required functions of the Social Services Developmental Disabilities Programs.

ARTICLE III- MEMBERSHIP

The Council shall consist of a minimum of seven (7) and a maximum of eighteen (12) members, appointed by Clackamas County Board of Commissioners. Appointees must be residents of, do business in, or have one or more family members receiving services in Clackamas County. As required in OAR 411-320-0030 (8) (b), the Council membership should have a balanced representation based on geography, age, gender, ethnicity, socioeconomic, status, professional and consumer interests and expertise. Membership must include:

- A minimum of five (5) families and/or persons with Intellectual Disabilities and Developmental Disabilities (ID/DD) or fifty percent (50%), whichever is greater.
- A minimum of two (2) providers/maximum three (3).
- One (1) advocate.

ARTICLE IV – TERM OF OFFICE

The term of office shall be three (3) years commencing on the last day of the month of the person's approval by the BCC. Expiration dates for terms shall be staggered so that no more than fifty percent (50%) of the members' terms will expire in any year. To stagger membership terms appointments could be for one (1), two (2), or three (3) year terms, and term rotations may be determined by lottery. Re-appointments will be for three (3) year terms. Members may request reappointment and are limited to serve for no more than two (2) consecutive terms. The DD Council may recommend at any time to the Board of Commissioners members to fill vacancies.

The Board of County Commissioners will consider the appointment of all candidates who are elected by the Council. Prior to the appointment by the Board of County Commissioners, elected members may participate in all Council activities, excluding voting.

Council members are expected to attend meetings regularly. If a member fails to attend any three meetings in succession without cause, that position shall be declared vacant, and a new member shall be selected as outlined elsewhere in these bylaws.

Any member may be removed for cause by a two-thirds vote of the membership. The member whose removal is placed in issue shall be given prior notice of his/her proposed removal, and a reasonable opportunity to be heard at a meeting of the Council.

ARTICLE V - VOTING

A vote shall be decided by a simple majority of the DD Council of Clackamas County members present or represented by proxy where there is a quorum. The proxy can serve as part or the entire quorum.

The proxy shall be in writing or by e-mail and filed with the Chair of the DD Council of Clackamas County.

A quorum shall consist of four (4) Council members.

Members having any potential conflict of interest related to an action item under consideration by the Council shall declare the potential conflict and abstain from participating in the discussion of the action and voting on the item.

ARTICLE VI – OFFICERS

The DD Council Officers shall consist of Chair and Vice Chair. Meeting recorder functions will be provided by the CDDP Staff. Election of the officers will be held annually in May, unless agreed upon by a majority of DD Council members. The Chair shall be the ordinary presider at all meetings of the DD Council of Clackamas County. The Vice Chair shall assume the duties of the Chair in the Chair's absence and other duties as assigned by the DD Council.

ARTICLE VII-MEETINGS

The DD Council shall meet at least eight (8) times per year, as determined by a majority vote of the Council to achieve its purpose.

All DD Council meetings shall be publicized in advance of the meeting date in accordance with the state law.

DD Council members may request and shall be provided with options for respite and transportation consistent with county policy when attending official Council meetings or functions.

Special meetings may be called by the Executive Committee at the request of the Director of Health, Housing and Human Services, Social Services Director or the DD Program Manager.

ARTICLE VIII- SUBCOMMITTEES

The standing Subcommittees of the DD Council are the Executive Committee, and the Family Support Policy Oversight Subcommittee. These Subcommittees shall meet as needed.

The Executive Committee, made up of all officers, shall act on behalf of the Council as necessary.

The Family Support Policy Oversight Subcommittee provides recommendations to the Council about the delivery of Family Support Services in the County and other duties described in OAR 411-305-0023 (1).

The Chair, based on the DD Council recommendations may create other subcommittees as deemed necessary to implement the objectives and purposes of the DD Council and carry out its directives.

Subcommittees shall present findings and recommendations to the DD Council and no action shall be undertaken without approval of the DD Council. Subcommittee members do not need to be full voting members of the DD Council.

ARTICLE IX- AMENDMENTS

The by-laws may be amended or repealed by a two-thirds (2/3) vote of Council present at the meeting, provided that the proposed amendments shall have been read and discussed at a previous meeting and the final proposal has been mailed to each member before the next regularly scheduled meeting.

This document was adopted 01-15-04

Bylaws amended 11-18-04

Amendment Adopted by Council for Article VII, Paragraph 3 on 11-18-04

Proposed amendment on 3-17-05

Amendment Reviewed and discussed on 4-21-05

Amendment Adopted for Article III, first and fourth bullet on 05-19-2005

Amendment approved by BCC on XX-XX-XXXX.

Amendment Reviewed and discussed on 5-23-11

Amendment Adopted for changes in Department to Health, Housing, and Services on 06-27-11

Amendment approved by BCC on XX-XX-XXXX.

CLACKAMAS COUNTY SOCIAL SERVICES DEVELOPMENTAL DISABILITIES ADVISORY COUNCIL

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BYLAWS

CLACKAMAS COUNTY DIVERSITY LEADERSHIP COUNCIL

Adopted April 27, 2004
Revised April 22, 2008
Second Revision May 27, 2014

ARTICLE I NAME

SECTION 1 The name of this organization is the Clackamas County Diversity Leadership Council.

ARTICLE II PURPOSE

SECTION 1 The Diversity Leadership Council was created by Board Order of the Clackamas County Board of County Commissioners on May 15, 2003.

At the direction of the Board of County Commissioners, and in conjunction with the recommendations from the Complete Communities report, the main purpose of the Diversity Leadership Council is to act as a liaison to the County government.

In addition, some of the duties of the Council are to:

- Act in an advisory capacity to impact of policies and practices by the County on the diverse community. This may include examining county processes to recommend and facilitate changes that foster greater inclusiveness.
- Develop leadership from diverse communities.
- Increase community participation on numerous boards and in commission functions within the County.
- Partner with service providers to improve community members' access to County services.
- Promote and support diversity awareness and education.

ARTICLE III MEMBERSHIP

- SECTION 1 The Diversity Leadership Council may consist of up to 19 members all appointed by the Board of Commissioners of Clackamas County.
- SECTION 2 Members of the Diversity Leadership Council shall be appointed to terms not to exceed three years. The Board of County Commissioners may appoint a member for additional terms or may limit the number of terms that a member may serve.
- SECTION 3 When a vacancy exists, the Chair shall appoint an Ad Hoc Nominations Committee to establish a list of candidates for the Council's endorsement and BCC approval.
- SECTION 4 The majority of Diversity Leadership Council members shall be non-county employees who are either employed or live in Clackamas County. ~~The Diversity Manager~~The Director of Diversity, Equity and Inclusion will serve in an advisory capacity ~~as the Department of Employee Services representative~~ to the Council.
- SECTION 5 Appointments to the Diversity Leadership Council shall reflect the county's diverse populations and shall reflect expertise along the full spectrum of services provided by the County. Membership shall include persons who have knowledge of the issues and needs of the underserved populations in Clackamas County.
- SECTION 6 Diversity Leadership Council members anticipating absence from official Council meetings shall notify and be excused by the Chair or her/his staff designee. After three absences the Chair will discuss the matter with the Council member in question. Chair will bring his/her findings to the full Council. A motion may be made declaring the position vacant due to a pattern of absenteeism. Upon a 2/3 affirmative vote, the position will be declared vacant, and shall be filled according to the provisions of this article.

ARTICLE IV OFFICERS

- SECTION 1 The Chair and Vice-Chair of the Council shall be Clackamas County residents who are not employed by the

county. The Chair will be appointed by the Board of County Commissioners on recommendation of the Council. The Chair and Vice-Chair shall serve for one-year terms beginning on September 1 of each year.

SECTION 2 The Chair shall call and preside at meetings, establish work groups and committees, and serve as an *ex-officio* member of all committees and task groups. The Vice-Chair shall perform the duties of the Chair in his/her absence and shall serve as an *ex officio* member of all committees and work groups. In the absence of both Chair and Vice-Chair, a designee will be assigned to preside.

ARTICLE V COMMITTEES AND TASK GROUPS

SECTION 1 Executive Committee: The following shall serve on this Committee: Chair, Vice-Chair, and the immediate past Chair, if still an active member of the Council. In the Chair's absence the Vice-Chair shall preside.

Meetings and Duties: The Executive Committee shall meet to develop and review agendas; review and approve requests from agencies and individuals wishing to come before the Council; recommend to the Council new or updated policies and procedures, and review and make recommendations on other items to come before the Council.

In between meetings and during months when the Council does not meet, the Executive Committee shall have general supervision of the affairs of the Council. Notice of items to come before the Executive Committee will be given to Council members. All decisions made by the Executive Council shall be ratified by the Council at the next Council meeting.

SECTION 2 Other Committees: Additional committees and work groups may be appointed at the discretion of the Chair, and shall continue until the purpose is completed. The Chair of each standing committee shall be a current Diversity Leadership Council member.

ARTICLE VI MEETINGS

SECTION 1 The Council shall hold a minimum of four regular business meetings per year. All meetings of the Diversity Leadership

Council shall be subject to the provisions of the Oregon Public Meetings Law, ORS 192.610 to 192.690.

SECTION 2 Special meetings may be called by the Chair, or by any three members of the Council.

SECTION 3 A quorum of the Council shall consist of a majority of appointed members. A majority of appointed members is needed to take any action. No proxies shall be allowed. Council members granted an approved leave of absence do not count toward the calculation of a quorum.

SECTION 4 It is the policy of the Diversity Leadership Council that members who have an actual conflict of interest are precluded from voting on or participating in the deliberation of funding allocations, or performance review of contract activities or actions.

A declaration of potential or actual conflict of interest will be noted in the minutes. Minutes shall include outcome of each vote or action in which a conflict of interest was declared.

Definitions:

1. Potential conflict of interest may arise when a Council member takes official action that could financially impact the Council member, the Council member's relatives, or business with which the Council member or relative is associated.

2. Actual Conflict of Interest may arise when a Council member takes official action that would financially impact the Council member, a relative or an associated business.

3. Deliberation is discussion leading to a vote on funding or prior to a decision on funding, which either decides or limits alternatives or choices in funded activities. Deliberations included those taking place separate from voting process.

ARTICLE VII PARLIAMENTARY PROCEDURE

SECTION 1 The parliamentary procedure for meetings and operations of the Council shall be the responsibility of and within the authority of the Chair. In the event there is a disagreement or objection to procedures pursued by the Chair, Robert's Rules of Order, Newly Revised, shall be followed.

ARTICLE VIII PRECEDENCE OF STATE LAW AND COUNTY ORDINANCE

SECTION 1 In the event any provisions of these bylaws are in conflict with Oregon Revised Statutes, Oregon Administrative Rules, or the ordinances or administrative policies of Clackamas County, these bylaws shall be subordinate.

ARTICLE IX AMENDMENTS

SECTION 1 These bylaws may be amended by 2/3 vote of the Council provided notice of the proposed amendment, including its full text, has been given in accordance with the notice requirements in Article VI of these Bylaws. Diversity Leadership Council Bylaws

CLACKAMAS COUNTY ECONOMIC DEVELOPMENT COMMISSION

BYLAWS

Approved by the Board of Commissioners March 1, 2011

ARTICLE I - NAME

Section 1.1. The name of this organization shall be the Clackamas County Economic Development Commission, hereafter referred to as the EDC.

ARTICLE II - PURPOSE

Section 2.1 Advise and make recommendations to the Board of County Commissioners (BCC) on matters pertaining to the support and growth of a balanced, sustainable economy within the county and cities within the County.

Section 2.2 Work to promote the vision of the Clackamas County Economic Development Plan: *To create prosperity by fostering balanced economic development in Clackamas County through a close partnership with government and the private sector.*

Balanced economic development means providing county residents opportunities for better jobs and higher incomes, while managing the interrelationships among people, land, resources, and infrastructure. Implementing the vision requires detailed goals and action steps by the county.

ARTICLE III - MEMBERSHIP

Section 3.1 The voting membership of the EDC shall consist of a maximum of twenty-five (25) voting members ("Members"), appointed by the BCC. A majority of the EDC Members shall be from the private sector. The EDC will actively solicit nominations from businesses in Clackamas County's cities.

Section 3.2 Ex-officio representatives of public and private economic development organizations, governmental agencies, educational institutions and the business community ("Liaisons") may be appointed by the EDC Executive Committee as needed, to participate in EDC meetings and work sessions and to serve on EDC subcommittees. Liaisons shall serve in an advisory capacity and shall not have voting rights.

Section 3.3 Members shall live or work, or have significant interest in economic development in Clackamas County.

Section 3.4 Membership shall represent both the private-for-profit and government sectors. The EDC should be composed of:

- a. Members with background in economic and environmental concerns,
- b. Members who are geographically distributed throughout the County and its cities,
- c. Members with demonstrated leadership, commitment and expertise.
- d. Members who are active in local advisory committees dealing with issues of economic development.
- e. Members who support the EDC workplan.

Section 3.5 Members of the EDC will be appointed by the BCC for terms of up to three years, or a portion of three years if appointed to fill an unexpired term. Expiration dates for terms shall be staggered so that no more than one-third of the members' terms will expire in any year. To ensure this, appointments could be one or two year terms. It is recommended that Members who have filled an unexpired term may serve for two full subsequent terms, however unless otherwise approved by the BCC, no more than two consecutive full terms may be served by any Member.

Section 3.6 If a Member misses three (3) consecutive meetings without excused absences the EDC Executive Committee may recommend removal of the member to the Board of Commissioners.

ARTICLE IV – OFFICERS AND STRUCTURE

Section 4.1 The EDC shall have a chairperson who shall have been elected by the EDC Members as vice chair in the year immediately preceding the year in which the Member will serve as chair. The chairperson will serve for a period of one-year and will:

- a. Preside at all meetings of the EDC and the Executive Committee.
- b. Appoint standing and ad hoc committees.
- c. In collaboration with the Executive Committee, and Business and Economic Development staff, prepare agendas for the EDC meetings.
- d. Perform the duties of the chairperson.

Section 4.2 The EDC shall have a vice chair who shall be elected by the EDC Members. The vice-chair will serve for a period of one-year and will:

- a. Preside at all meetings of the EDC and Executive Committee, in the absence of the chairperson.
- b. Participate with the chairperson in the appointment of standing and ad hoc committees.
- c. In collaboration with the Executive Committee and staff, prepare agendas for the EDC meetings.
- d. Perform other duties as assigned by the chairperson.
- e. Prepare for their upcoming tenure as chair by learning the details of the EDC and duties of the chairperson.

Section 4.3

Executive Committee. The EDC shall have an Executive Committee which shall consist of the chairperson, the immediate past chair, the vice chair and two at large Members elected by the EDC Members for a one-year term. The Executive Committee will:

- a. Formulate and approve the EDC agendas in advance;
- b. Make action recommendations to the EDC, as appropriate;
- c. Serve as liaison with and advisor to County's Business and Economic Development staff, as needed; and
- d. Meet at such times as may be necessary to carry out the business of the EDC.

ARTICLE V - MEETING PROCEDURE, VOTING RIGHTS AND QUORUM

Section 5.1

The EDC shall hold regular meetings. Members will be reminded and notified by written or e-mail notice at least five (5) days prior to scheduled meetings. The notice also will include the date, time, location, and agenda for the meeting. The EDC shall schedule and publish regular meeting dates on a quarterly basis. In lieu of written meeting minutes, meeting proceedings may be recorded and made available upon request to EDC members and others expressing an interest by contacting the Business and Economic Development Staff. Written record will be kept on the number of votes

Section 5.2

Committees and subcommittees shall meet at the call of the EDC chairperson or the respective subcommittee chair.

Section 5.3

Special meetings may be called at any time by the chairperson or by a petition signed by not less than two Members setting forth the reason for calling such meeting. Notice for Special meetings shall meet the notice requirements of Section 5.1.

Section 5.4

EDC meetings shall be publicized in accordance with the Oregon public meetings law. The manner of providing notice of meetings and agendas, the mode of meetings, and the distribution of minutes shall be done so as to promote the involvement of the membership. Notification via e-mail and participation in meetings through remote conferencing are encouraged.

Section 5.5

A majority of the current number of EDC Members shall constitute a quorum. A meeting may be held without a quorum but no official business or official actions shall be conducted without a quorum. If a quorum of members is not physically present at the time of a vote, electronic voting may be used to ensure that all members have the opportunity to participate.

Section 5.6

Voting procedures will offer flexibility to encourage the greatest participation of the membership possible. Voting procedures may include a call of the roll, and voice, paper and electronic ballots. Paper and electronic ballots must identify the member voting. A question shall be carried by a majority of affirmative votes of those Members voting. No

proxies are allowed. A written record will be kept of the individual votes cast, how many voted yay or nay and who abstained.

ARTICLE VI - SUBCOMMITTEES

Section 6.1 The EDC will form whatever subcommittees or task forces are deemed useful with respect to specific issues that are considered of major importance to the county's overall economic development, as well as important to the operations of the EDC. Examples of the subcommittees that may be formed include transportation and infrastructure, education workforce and training, business assistance, industrial lands, nominating, conference, etc.

Section 6.2 The EDC chairperson will appoint members to subcommittees. Each subcommittee shall be chaired by an EDC Member or a Liaison. In seeking subcommittee members, the EDC will strive to find members that have related expertise or experience relating to the primary mission of the subcommittee, and, where possible, reflect the diversity of Clackamas County businesses, public and private organizations, and residents, and is representative and balanced in the areas of geography, gender, and diversity of education, career, interest, experience, and lifestyle.

ARTICLE VII - GENERAL PROVISIONS

Section 7.1 Where parliamentary procedures are not covered by these bylaws, Robert's Rules of Order (revised) shall prevail.

Section 7.2 Amendments to these bylaws may be recommended at a regular or special meeting of the EDC called for that purpose, provided a written notice has been sent to each Member at least ten (10) days before the meeting. This notice shall state the amendments that are proposed to be made in these bylaws. Only the changes that have been specified in the notice shall be considered and shall become effective upon the affirmative vote of two-thirds of the Members and is subject to approval of the Board of Commissioners.

Section 7.3 Nothing in these bylaws is intended to take precedence over Federal, State, or local laws or regulations.

BYLAWS

CLACKAMAS COUNTY

EMERGENCY MEDICAL SERVICES COUNCIL

ARTICLE I

Specific and General Purposes

The purposes of this Council are to review and offer advice to appropriate bodies in all matters relating to prehospital emergency medical services. This Council shall submit its observations and recommendations for improvements of the prehospital care system to the Department of Human Services "Department" and to the County Board of Commissioners "Board." The Council shall provide consultation or make recommendations on issues identified in the Clackamas County Ambulance Service Plan "Plan," or as may be requested by the Board or Department. The Council shall provide a forum for continuing input by prehospital care consumers, providers, and the medical community.

ARTICLE II

Membership and Term of Office

In accord with the Plan, the Board shall appoint the members of the Council. The Council composition shall be one representative from each of the following:

1. Commercial ambulance service provider
2. Governmental agency which provides ambulance service
3. Clackamas County Fire Defense Board
4. Emergency department physician from a hospital within the County
5. Physician supervisor to an EMS provider agency
6. Governmental representative from the County as recommended by the Administrator of the Department of Human Services
7. Advance life support EMT currently providing prehospital care in the County
8. Basic life support EMT currently providing prehospital care in the County
9. Representative of a city in the County
10. Consumer of ambulance services
11. Representative of a PSAP in the County

The regular term of office for each member shall be three years. No member shall serve more than two terms unless by Council recommendation. If any member fails to attend two consecutive meetings or a total of three meetings within one year, membership will be automatically reviewed. Unavoidable absences such as personal or family illness, business, and vacations shall be considered excused. The Council membership may excuse any other absence by majority vote.

ARTICLE III

Officers

The officers of the Council shall be a chairperson and a vice-chairperson. Officers will be elected at the second meeting after the regular appointment of new Council members. The term of office will be two years or until the end of the person's term of appointment to the council, whichever is first.

The duties of the Chairperson are to preside at all meetings of the Council, to appoint committees, to call special meetings and to represent and speak for the Council. The Chairperson may designate the Vice-Chairperson or other member of the Council to speak for him/her in the name of the Council when he/she is unable to do so.

It will be the duty of the vice-chairperson to preside over meetings in the absence of the chairperson and to otherwise assume the chairperson's duties in his/her absence.

ARTICLE IV

Meetings

The regular meetings of the Council shall be held at least quarterly at the time, date and place as determined by the Council. Special meetings may be called by the chairperson or by a majority of the Council members. All meetings shall be open to the public except during executive session as allowed under section 192.660 of the Oregon Revised Statutes. A majority of the voting members constitutes a quorum.

ARTICLE V

Committees

The chairperson may appoint subcommittees or action teams to address specific issues as they arise. Additional members of a subcommittee or action team may be selected from beyond the membership of the Council at the discretion of the subcommittee chairperson or team leader. All actions of subcommittees or action teams shall be reported to and subject to the ratification of the Council.

ARTICLE VI

Amendments to bylaws

All amendments to these bylaws will be presented to the Council in writing or via e-mail at least fifteen days prior to a regular meeting. Adoption of amendments to the bylaws requires a two-thirds vote of the total membership of the Council.

Adopted May 9, 1995

First Revision Adopted November 28, 1995

Second Revision Adopted January 26, 1999

Third Revision Adopted August 21, 2001

Fourth Revision Adopted May 28, 2002

Fifth Revision Adopted October 28, 2008

Forest Advisory Board Bylaws

ARTICLE I

NAME. The name of the organization shall be the Forest Advisory Board (FAB).

ARTICLE II

BOUNDARIES. The boundaries of the FAB shall be the same as those established by Clackamas County. These boundaries take into account natural boundaries, commercial patterns, community organizations and historic factors.

ARTICLE III

PURPOSE. The purpose of the FAB is to advise the County Forester, County Parks & Forest Manager and Board of County Commissioners on all matters pertaining to the County Forest Program.

GOALS. The goals of the FAB are as follows:

- a. In conjunction with the County Forester, advise and participate in the planning of forest management activities (i.e. Forest Management Plan, sustained yield harvest levels, road construction plans & standards, stand improvement activities, and harvest activities) to meet the goals as directed by the Board of Commissioners.
- b. Participate in the Timber Sale Advisory Committee (TSAC) meetings, reviewing Public input concerning proposed timber sale activities (2 members of the FAB are members of the TSAC).
- c. Conduct on site visits to tracts and projects as proposed by the County Forester.

ARTICLE IV

MEMBERSHIP. The FAB shall consist of five (5) members and two (2) alternates appointed by the Board of County Commissioners.

- a. The members shall consist of Foresters, or persons that have Professional Forestry experience in the forest industry, forest consulting or governmental employment. Professional Forestry education in a Society of American Foresters accredited institution is desired. Persons on the FAB should be be actively employed, or recently retired, from their forestry employment.
- b. The FAB "desired" areas of employment representation are:
 1. Governmental

2. Private forest industry
 3. Consulting forestry
 4. Forestry education
 5. Small woodlands
- c. Membership shall not be limited by race, creed, color, sex, age, heritage, national origin or income. Membership will be granted upon signing the official membership register. All new members signing up will be required to show proof of eligibility.
- d. Members shall have an appointment term of three (3) years which shall expire on June 30. Members may seek reappointment for a maximum of two consecutive terms. Current members seeking a new term on the TSAC shall submit an application at least ninety (90) days prior to the expiration of their current term.

ARTICLE V

OFFICERS. The officers of the FAB shall include the following:

- a. **Chairperson.** The Chairperson shall preside over all meetings of the FAB and shall co-sign for all authorized expenditures, appoint committee heads and have the responsibility of the performance of such duties as prescribed in these bylaws. The Chairperson shall act as an ex-officio member of all committees.
- b. **Vice-Chairperson:** The Vice-Chairperson shall aid the Chairperson and perform the duties of the Chairperson in his/her absence or disability. The Vice-Chairperson may also co-sign for authorized expenditures in the event the Chairperson or Treasurer is absent.
- c. **Secretary:** The Secretary shall keep accurate records of all meetings of the FAB. The minutes shall be made available to any member or the public as required by the Oregon Public Records and Meetings Law. The Secretary shall handle all correspondence of the FAB. The Secretary shall be responsible to maintain the membership registry required by these bylaws.

The FAB shall provide the County Public and Government Affairs Department with a current list of officers.

SELECTION OF OFFICERS. The officers shall be selected by the FAB membership by simple majority vote. Elections shall be annually as the first order of business at the first FAB meeting of the fiscal year in July. The outgoing chair will conduct the election, and immediately following results, turn the meeting over to the newly elected chair.

TERM OF OFFICE. The term of office for all officers shall be one (1) year, however, the officer shall continue to serve until a successor is elected or appointed to that office.

VACANCIES. A vacancy occurs when an officer dies, resigns, is removed, or has more than three (3) unexcused absences from meetings during a calendar year. A vacancy shall be filled by appointment by the Forest Advisory Board. The person appointed to fill the vacancy shall serve the remainder of the unexpired term and until a successor is elected or appointed to that office.

NOMINATING COMMITTEE. Nominating Committee shall be appointed by the Chairperson at least thirty (30) days prior to the annual meeting. This committee shall present its recommended list of candidates to the Forest Advisory Board. If possible there shall be at least two (2) people nominated for each office. No person may be confirmed as a nominee without the permission of the nominated person.

ARTICLE VI

MEETINGS. Meetings of the FAB shall be held on a quarterly basis and in accordance with the Oregon Public Meetings Laws. Meetings will be held to review the County Forest Program activities and help plan for upcoming forest activities. Meetings shall be held no less than once per year for the purpose of an annual meeting to elect officers and such other business as deemed necessary.

The Chairperson may call special meetings at any time upon the request of two (2) of the officers of the FAB. The time and location shall be determined by the FAB. Notice of all meetings shall be provided as required by ORS 192.640 of the Oregon Public Meetings Law. Minutes of all meetings shall be kept and shall be available for public inspection as required by ORS 192.650 of the Oregon Public Meetings Law. A copy of all meeting minutes shall be provided to the County Public and Government Relations Office.

QUORUM and VOTING. A quorum shall be present at a meeting in order for the FAB to transact business. A quorum consists of a majority of the FAB members, not just those present. A vacancy on the board does not affect the quorum requirements. The FAB can take official action only with the affirmative vote of a majority of all members.

RECORDS. All records of the FAB shall be subject to disclosure except as allowed by exemptions of the Oregon Public Records Law.

ARTICLE VII

HEARING PROCESS AND PROCEDURE. The principles of parliamentary rules of procedures such as Robert's Rules of Order shall govern proceedings at any meeting of the FAB. The Chair shall be guided by these principles in deciding any procedural questions. The Chair's decision on procedural matters may be overruled by a majority of the members voting on the question. The FAB may establish a more detailed hearing procedure to provide for an orderly process for holding a public hearing. All meetings shall comply with the Oregon Public Meetings Law.

ARTICLE VIII

COMMITTEES. The Chair may appoint special committees on issues or topics where a committee is deemed to be needed or appropriate.

ARTICLE IX

AMENDMENTS. Proposed amendments shall be submitted to the County Counsel for approval. Upon approval of the County Counsel, the proposed amendments shall be approved by the members of the FAB. However, the amendments shall not be in effect until approved by the Board of County Commissioners and that approval has been communicated back to the Chairperson.

The amended bylaws shall supersede all previous bylaws and become the governing rules for the FAB.

**IN THE MATTER OF ADOPTING A SET OF BYLAWS AND OPERATING
PROCEDURES
FOR THE CLACKAMAS COUNTY HISTORIC REVIEW BOARD**

The Clackamas County Historic Review Board hereby adopts the following Bylaws and Operating Procedures for the purposes of transacting business and guiding the Historic Review Board in its operation.

**CLACKAMAS COUNTY HISTORIC REVIEW BOARD
BYLAWS AND OPERATING PROCEDURES**

ARTICLE I

GENERAL

Section 1. EXPLANATION

- A. Historic Review Board (HRB) is made up of seven members, serving four year terms and has been established by Clackamas County pursuant to the authority of Oregon Revised Statutes 215.020 and 215.030.
- B. The adoption of these Bylaws and Operating Procedures replaces and repeals the Bylaws and Procedures adopted by the Historic Review Board on February 9, 2006.

ARTICLE II

RESPONSIBILITIES OF THE HRB

Section 1. RESPONSIBILITIES

- A. The HRB shall carry out duties assigned to it by the Board of County Commissioners (BCC) relating to Historic Landmarks and Section 707 of Zoning and Development Ordinance (ZDO).
- B. The HRB shall hold public hearings, meetings and take action, as prescribed by state and county laws, on matters that are within the HRB's purview.

- C. As established by the ZDO, the HRB reviews and makes recommendations to the Planning Director:
 - 1. On exterior alterations and additions to historic structures of designated Historic Landmarks or within a Historic District or Corridor.
 - 2. On any matter referred by the BCC, Hearings Officer, Planning Commission or Design Review Committee.
 - 3. On applications for designating a Historic Landmark, Historic District, or a Historic Corridor.
 - 4. On applications for partitions and subdivisions of Historic Landmark designated properties.
 - 5. On requests for demolition or removal of a Historic Landmark.
- D. The Commission shall adopt and periodically review and amend Bylaws and Operating Procedures for the operation of the Historic Review Board's business.

ARTICLE III

OFFICERS

Section 1. OFFICERS

The officers of the HRB shall be a Chair and Vice Chair.

Section 2. ELECTION

- A. The Chair and Vice Chair shall be elected at the first meeting in May for a term of one calendar year and shall serve until their successors are elected.
- B. Nominations shall be by oral motion. At the close of nominations, the HRB shall vote upon the names nominated for the office. If requested by any member, written ballots shall be used for voting purposes.

- C. Election of officers shall be by majority vote of the quorum in attendance.
- D. If the office of Chair becomes vacant, the Vice Chair shall serve as Chair for the remainder of the unexpired term. If the office of Vice Chair becomes vacant, the HRB shall elect a successor from its membership to serve the remainder of the unexpired term.
- E. Members of the HRB holding office at the time of adoption of these Bylaws and Operating Procedures shall continue to hold office for the term for which they were elected and until their successors are elected.
- F. The member holding the position of Chair or Vice Chair may be removed from office by majority vote of the whole Board.

Section 3. CHAIR

- A. The Chair shall have the duty and power to:
 - 1. Preside over all deliberations and meetings of the HRB;
 - 2. Preserve order and decorum at HRB meetings and decide questions of order, subject to action by a majority vote of the quorum in attendance;

Section 4. VICE CHAIR

In the absence of the Chair, the Vice Chair shall act as Chair. In the absence of the Chair and the Vice Chair, a temporary Chair shall be elected.

ARTICLE IV

RESPONSIBILITIES OF THE PLANNING DIRECTOR

Section 1. RESPONSIBILITIES

- A. The Planning Director shall:
 - 1. Prepare the agenda and minutes for all HRB meetings;
 - 2. Give all notices required by law;

3. Inform the HRB of correspondence relating to the HRB business and conduct all correspondence of the HRB;
4. Attend all meetings and hearings of the HRB;
5. On all public hearing matters, present a staff report that includes background material and recommended action;
6. Compile and maintain all required records.

Section 2 ALTERNATE DESIGNEES

The Planning Director may designate other county staff to fulfill those responsibilities of the Planning Director established by these Bylaws and Operating Procedures.

ARTICLE V

MEETINGS

Section 1. REGULAR MEETINGS

Regular meetings of the HRB shall be held on the second Thursday of the month as needed, except on an official county holiday, beginning at 7:00 p.m., or such other time as may be designated by the Planning Director in order to accommodate public hearing items. Any meeting may be cancelled by the Chair or Planning Director. Notice of cancellations shall be given in person or by telephone, email or mail to all members of the HRB and the Planning Director not less than 48 hours in advance thereof. In case of an emergency, a meeting may be cancelled upon such notice as is appropriate in the circumstances; provided, however, that reasonable effort is made to notify all members of the HRB.

Section 2. SPECIAL MEETINGS

Special meetings may be called by the Chair or Planning Director. Notice of all special meetings shall be given in person or by telephone, email or mail to all members of the HRB and the Planning Director not less than 48 hours in advance thereof. In case of an emergency, a special meeting may be held upon such notice as is appropriate in the circumstances; provided, however, that reasonable effort is made to notify all members of the HRB.

Section 3. OPEN MEETINGS

HRB meetings are subject to the Oregon Public Meetings Law, Oregon Revised Statutes 192.610 et seq. All HRB meetings shall be open to the public, except that the HRB may hold executive sessions, from which the public may be excluded, in such manner and for such purposes as may be authorized by law.

Section 4. AGENDA: ORDER OF BUSINESS

- A. The order of business at all meetings shall be determined by the agenda, which shall be composed generally of the following items:
 - 1. Call to order;
 - 2. Minutes of previous meetings;
 - 3. Application to be reviewed;
 - 4. Other business;
 - 5. Planning Director Communications;
 - 6. Adjournment.
- B. Any item may be taken out of order by direction of the Chair.
- C. The HRB may take a short recess at the end of an item on the agenda, or at other times at the discretion of the Chair.
- D. Actions of the HRB are not limited to the prepared agenda.
- E. HRB meetings will end no later than 10:00 p.m., unless by majority vote of the quorum in attendance, the meeting is extended.

Section 5. QUASI-JUDICIAL PUBLIC HEARING PROCEDURE

- A. The length of time given those individuals wishing to testify on a public hearing item should be indicated by the Chair at the beginning of the hearing.
- B. Questions may be asked by a HRB member at any point in the testimony. Questions shall be directed through the Chair, if the Chair so requires.

- C. Public hearings shall be conducted in the following manner, as closely as possible:
1. The hearing is opened;
 2. The Chair makes an introductory presentation regarding the nature of the proposal and the process for conducting the hearing;
 3. The Planning Director makes a presentation, including background and recommendation;
 4. Correspondence turned in at the meeting and concerning the public hearing item may be read into the record by the Planning Director, if requested by the Chair, and shall be made part of the written record by the Planning Director;
 5. As a supplement to the Planning Director's presentation, technical information may be provided by other government officials;
 6. The applicant, or representative, presents his/her case;
 7. Representatives of recognized Community Planning Organizations, Hamlets or Villages may testify;
 8. Persons in favor of the item may testify;
 9. Persons in opposition to the item may testify;
 10. Any other persons may testify;
 11. The applicant may offer rebuttal, which shall be limited to arguments addressing evidence already in the record and shall not include the presentation of new evidence;
 12. The Planning Director may offer surrebuttal, which shall be limited to arguments addressing evidence already in the record and shall not include the presentation of new evidence;
 13. Upon completion of the testimony, the hearing shall be closed to further testimony;

14. The HRB shall take the item up for discussion and action. The Planning Director may continue to respond to questions from the Board and participate in the discussion.

Section 6. ATTENDANCE

If a member of the HRB is unable to attend a meeting, he or she is expected to notify the Chair or Planning Director. Continuity is necessary for effective operation of the HRB. Therefore, if—without reasonable cause—any member is absent from six meetings within one calendar year or three consecutive meetings, then upon majority vote of the whole HRB, that position shall be declared vacant. The HRB shall forward their action to the Board of County Commissioners (BCC), who shall fill the vacant position.

Section 7. QUORUM

For public hearings and any item requiring a HRB vote, attendance of at least half plus one, of the HRB members shall be necessary for a quorum. No action shall be taken in the absence of a quorum except to adjourn the meeting and to continue public hearings to a time and place certain.

Section 8. VOTING

- A. The Chair may entertain but shall not make or second motions.
- B. Except as provided by state or county law or these Bylaws and Operating Procedures, each member of the HRB is entitled to vote on all matters, at all meetings of the HRB.
- C. A quorum shall be necessary for the HRB to take action on quasi-judicial applications. Unless otherwise specified herein, a majority of the quorum in attendance is necessary to determine any other question before the HRB.
- D. When a matter is called for a vote, the Chair shall, before a vote is taken, restate the motion or ask another member or the Planning Director to restate the motion. The Chair shall announce the decision of the Historic Review Board after such a vote.

- E. Voting shall be by voice vote, or by show of hands or roll call vote at the request of any member. All votes, whether positive, negative, or abstentions, shall be recorded in the minutes.
- F. Voting "in absentia" or by proxy is not permitted.
- G. A motion to reconsider can be made only at the same meeting the vote to be reconsidered was taken. Further, a motion to reconsider may only be made by a member who voted on the prevailing side of the issue.
- H. For quasi-judicial applications where the HRB makes a recommendation to the Planning Director, the HRB may recommend approval, approval with conditions or denial of the application.

Section 9. RULES OF PROCEDURE

All rules of order not herein provided for shall be determined in accordance with the latest edition of "Robert's Rules of Order Newly Revised."

Section 10. MINUTES

- A. The Planning Director shall be present at each meeting and shall take minutes. The Planning Director shall be present at each hearing and record the proceedings. Said minutes and recordings shall be kept in the offices of the Planning and Zoning Division and shall be retained for a minimum of one year. A full transcript is not required, but written minutes giving a true reflection of the matters discussed at the meeting and the view of the participants shall be prepared and maintained by the Planning Director for all open meetings.
- B. Minutes shall be available to the public, upon request, within a reasonable time after a meeting. Minutes shall include the following:
 - 1. Members present;
 - 2. Motions, proposals, measures proposed and their disposition;

3. Results of all votes, including the vote of each member by name if not unanimous;
 4. Substance of any discussion of any matter.
- C. HBR members are expected to vote for approval of the minutes based on the accuracy of representation of events at the meeting. A vote in favor of adopting minutes does not signify agreement or disagreement with the HBR's actions memorialized in the minutes.
 - D. Any Board member not present at a meeting must abstain from voting on approval of the minutes of that meeting.

ARTICLE VI

PUBLICATION AND AMENDMENT OF BYLAWS AND OPERATING PROCEDURES

Section 1. PUBLICATION AND DISTRIBUTION

A copy of these approved Bylaws and Operating Procedures shall be:

- A. Placed on record with the Planning Director;
- B. Available at each HRB meeting;
- C. Distributed to each member of the HRB at the beginning of their term; and
- D. Available to the public upon request.

Section 2. AMENDMENT AND SUSPENSION

- A. These approved Bylaws and Operating Procedures may be amended by approval of a majority of the members of the whole HRB at a regular meeting.
- B. Any rule of procedure not required by law may be suspended temporarily at any meeting by majority vote of the quorum in attendance.

ARTICLE VII

EFFECTIVE DATE

These Bylaws and Operating Procedures shall take effect on May 15, 2015.

Adopted by majority vote of the whole HRB of Clackamas County, Oregon, at its regular meeting of May 7, 2015, and signed by the members in authentication of its adoption this ____ day of _____, 2015. Amended September 10, 2015.

CLACKAMAS COUNTY HISTORIC REVIEW BOARD

Rita Baker

Edward Schettig

Derek Metson

David Turville

Mary Phillips

Paul Edgar

Martha Waldemar

Clackamas County Housing Advisory Council Board

By-Laws

ARTICLE I: NAME AND MISSION

This Council Board shall be known as the Housing Advisory Board (HAB). The mission of the HAB is to advise the Board of Commissioners (BCC) and Housing Authority Board (HACC Board) on policy matters, housing issues, and programs and services for the low and moderate income residents of Clackamas County.

ARTICLE II: PURPOSE

The Housing Advisory Board shall:

- A. Review the "Housing Work Group Report" presented to the BCC in August, 2013 (Exhibit A) and:
 - i. Recommend a final set of principles, goals, and policies
 - ii. Identify priorities for further development, analysis, and implementation of key activities included in the report
- B. Consider the community's needs for lower income housing and the resources available to meet those needs and recommend programs accordingly;
- C. Review and comment on Clackamas County housing policies, funding, and organizational capacity;
- D. Review and make recommendations on other affordable housing matters and perform such other advisory functions as may be requested. These include:
 - i. Provide input on annual housing objectives;
 - ii. Provide input and review on achievement of housing goals and objectives;
 - iii. Communicate the County's affordable housing goals and objectives to the community;
 - iv. Act as a liaison between this board and other affordable housing organizations.

ARTICLE III: MEMBERSHIP

SECTION 1: Members

The Council Board shall at the least consist of the following members:

- A. One County Commissioner
- B. One Housing Authority Board Resident Member
- C. One local elected official or city manager
- D. One member drawn from elderly and minority groups
- E. One member involved in real estate management and/or development
- F. One member with expertise in affordable housing
- G. One member drawn from the housing finance or investment community

- H. One member drawn from the design or construction profession
- I. One member drawn from the legal profession
- J. Health, Housing, & Human Services Director – H3S (ex-officio)
- K. Housing & Community Development Director – HCD (ex-officio)

SECTION 2: Appointment and Tenure

- A. Members of the Housing Advisory ~~Council~~Board are appointed by the Clackamas County Board of County Commissioners.
- B. The ~~Council~~Board shall consist of not more than 11 voting members.
- C. The HCD and H3S Directors shall be ex-officio members
- D. Initial recommendations of qualified candidates to the BCC shall be made by the Health, Housing & Human Services department for their review and approval. Subsequent membership shall be made by application to the BCC.
- E. Five initial Board members shall be appointed to a one year term. The remaining initial Board members and all new Board members shall be appointed for two year terms. ~~Members shall be appointed for two year terms.~~ A ~~Council~~Board member may be appointed to two additional terms upon approval of the BCC.
- F. Vacancies which occur before the expiration of a Member's term shall be appointed for the unexpired portion of the term by the director of H3S.
- G. To be excused from a meeting, a ~~Council~~Board member must notify the Chairperson or staff to the ~~Council~~Board prior to the meeting.
- H. Three unexcused consecutive absences from regularly scheduled meetings of the ~~Council~~Board shall constitute automatic resignation by that absent member. Approved leave of absence may be granted by the Chair and shall not be counted in the above formula.

SECTION 3: Voting Privileges

Each Member of the ~~Council~~Board shall be entitled to one vote on all issues presented at regular and special meetings. Proxy votes will not be allowed.

SECTION 4: Removal

Any member may be removed whenever the best interest of the ~~Council~~Board will be served.

Best

Interests include but are not limited to instances where a member has failed to declare an actual or potential conflict of interest, and when a member has acted contrary to ~~Council~~Board directives or

applicable laws including these bylaws. The member whose removal is placed at issue shall be given prior notice of removal, and a reasonable opportunity to appear and be heard at a meeting of the ~~Council~~Board. A member may be removed pursuant to this section by a vote of a majority of the

total number of members then serving on the ~~Council~~Board. The terms, actual and potential conflict of

interest, have the same meaning as defined in ORS 244.

ARTICLE IV: OFFICERS AND DUTIES

SECTION 1: Officers

The officers shall be a Chairperson and a Vice-Chairperson elected from the Members.

SECTION 2: Election

Initial elections shall occur at the third meeting of the HAB. All subsequent elections shall be held during the regularly scheduled ~~Council~~Board meeting in June.

SECTION 3: Term of Office

Each officer shall hold office during one fiscal year July 1 - June 30 or until relieved of the position by a two-thirds vote of the Members. Officers may hold succeeding terms of office, but may serve no longer than three consecutive terms.

SECTION 4: Duties

- A. The Chairperson shall preside at all meetings that he or she attends, and shall be responsible for the expeditious conduct of the business.
- B. The Vice-Chairperson shall perform all the duties of the Chairperson during the Chairperson's absence. The Vice-Chairperson is also responsible for reviewing ~~Council~~Board meeting attendance records and for advising the Chairperson regarding any ~~Council~~Board member with absences requiring action in accordance with Article III, Section 2, item "H".
- C. The ~~Council~~Board shall be staffed by HCD including providing meeting minutes, meeting notifications, and other support as directed by the Chair.

ARTICLE V: SUB-COMMITTEES

SECTION 1:

- A. Standing and special sub-committees may be established as deemed necessary by the ~~Council~~Board. The Chairperson will appoint each Sub-committee Chairperson.
- B. Sub-committee membership shall be determined by the respective Sub-committee Chairperson. A majority of the members of any sub-committee must be members of the Committee. The Chair of each sub-committee must be a member of the ~~Council~~Board.

ARTICLE VI: MEETINGS

SECTION 1: Schedule

- A. The ~~Council~~Board shall meet at least monthly at a preannounced location. Special meetings may be called by the Chairperson and Vice-Chairperson.
- B. Meetings shall be conducted in accordance with Oregon Public Meeting Laws.

- C. Unless otherwise covered by these bylaws, all CouncilBoard and sub-committee meetings shall be conducted in accordance with Robert's Rules of Order.
- D. A majority of voting members shall constitute a quorum. When a quorum is in attendance, actions may be approved upon a majority vote of CouncilBoard members present, unless otherwise provided in the bylaws.
- E. No member of the CouncilBoard shall be authorized to speak on behalf of the CouncilBoard until the CouncilBoard takes a position by formal action.
- F. In the event a CouncilBoard member engages in business with the County that could present an actual or potential conflict of interest with matters within the CouncilBoard's purpose, such member will declare the actual or potential conflict and announce its nature on the record at the meeting. In the event of a potential conflict, the member may not participate and vote on the matter following the declaration.

ARTICLE VII: REPORTING PROCEDURES

The CouncilBoard shall make its reports, findings and recommendations to the Clackamas County Board of Commissioners and Housing Authority Board through designated members and staff.

ARTICLE VIII: AMENDMENTS TO BYLAWS

Amendments or repeal can occur only by a two-thirds (2/3) vote of voting members at a regular or special meeting. Any proposed change must be mailed to all members at least two weeks prior to the meeting at which the vote is to be held.

Library District Bylaws

ARTICLE I. NAME

This organization shall be known as the Library District Advisory Committee (LDAC).

ARTICLE II. PURPOSE

As the recognized advisory board to the Clackamas County Library District Board the LDAC adopts the following purposes consistent with the policies and procedures of Clackamas County and/or the District for Advisory Committees: (IGA Section 1.2)

Section 1. To consider the evaluation reports of district libraries. (Section 2.3)

Section 2. To consider any proposed changes to the Intergovernmental Agreement (IGA) establishing the District between the County and member Cities. (Section 3.3)

Section 3. To consider any impact of the annexation or withdrawal of territory from the District. (Section 3.4 and 3.5)

Section 4. After consideration of changes to the District, to review service area maps and the distribution formula and to recommend any amendments to the IGA adjusting to such changes.

Section 5. To determine whether a newly-incorporated city qualifies as a service provider and to what extent the formula should be adjusted to allow for a distribution to such new service provider.

ARTICLE III. MEMBERSHIP

Section 1. The voting membership of LDAC shall consist of one representative or alternate nominated by the Library Service Provider and appointed by the District Board. The term of office shall be determined by the Provider.

Section 2. Non-voting participants may include the Network Manager and the chair of the Director's Group (DG) who act as liaisons. Non-voting participants may not hold office and may be excluded from executive session of the LDAC.

Section 3. Three consecutive unexcused absences by a Library Service Provider representative from regularly scheduled LDAC meetings will result in a request to that jurisdiction to appoint a new representative and alternate.

ARTICLE IV. OFFICERS

Section 1. The elected officers of LDAC shall be a Chair and Vice Chair who shall be voting members of LDAC. Secretarial support shall be provided by the Network Manager's staff.

Section 2. The Chair shall establish the agenda with the assistance of the Network Manager and shall preside over meetings, select committee members and be responsible for all other business of the organization. The Vice Chair shall preside in the absence of the Chair.

Section 3. The officers shall hold office for a term of one year or until their successors are elected with the term commencing immediately after their election at the annual meeting.

Section 4. An officer may be removed for any reason by a two-thirds (2/3) vote of the LDAC representatives.

Section 5. In the event of a vacancy in the office of Chair the Vice Chair shall assume this office. A vacancy in the officer of Vice Chair shall be filled by LDAC election.

ARTICLE V. ELECTION OF OFFICERS

Section 1. The election of officers shall be held as the first order of business following the reading of the minutes at the annual meeting.

Section 2. The officer of Chair shall rotate among the representatives from the Library Service Providers.

ARTICLE VI. MEETINGS

Section 1. The LDAC shall meet at least annually (1.2).

Section 2. The LDAC membership may establish a meeting schedule to meet its needs.

Section 3. The District Board shall be invited to attend at least one meeting annually.

Section 4. Special meetings or executive sessions may be called by the Chair as needed or may be called upon written request of three (3) voting members; the purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten (10) days notice shall be given. All meetings shall be conducted in conformance with the State of Oregon's Public Meeting Laws. (ORS 192.610-690)

Section 5. A quorum shall consist of a majority of the voting members.

ARTICLE VI. COMMITTEES

Section 1. The Chair shall select members for all committees standing and special as deemed necessary.

Section 3. The Chair shall be an ex-officio member of all committees.

ARTICLE VII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the LDAC in all matters in which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the LDAC may adopt.

ARTICLE IX. AMENDMENT

These bylaws may be amended at any regular meeting of LDAC by a two-thirds (2/3) vote of those present and voting, provided notice of such amendment has been given in writing to all members at least ten (10) days prior to the meeting.

ARTICLE X. DISSOLUTION

Dissolution of LDAC shall be governed by the IGA between Clackamas County and Library Cities.

Adopted: June 15, 1972
Amended: November 25, 1980
Amended: June 21, 1990
Amended: August 24, 1993
Amended: December 8, 1998
Amended: July 3, 2008
Amended: April 28, 2009
Amended: April 8, 2014
Amended: September 8, 2015
Amended: October 13, 2015

Bylaws of Clackamas County Library Board of Trustees - Oak Lodge Library

ARTICLE I

NAME. The name of the organization shall be the Clackamas County Library Board of Trustees - Oak Lodge Library.

ARTICLE II

BOUNDARIES. The boundaries of the Clackamas County Library Board of Trustees – Oak Lodge Library shall be the same as established by the Library District of Clackamas County Service Area Map for the Oak Lodge Library. These boundaries take into account natural boundaries, commercial patterns, community organizations and historic factors.

ARTICLE III

PURPOSE. The purpose of the Clackamas County Library Board of Trustees is to serve the residents within the boundaries of the Clackamas County Library Board of Trustees in matters concerning library services, policies, and library-related issues in general.

GOALS. The goals of the Clackamas County Library Board of Trustees are as follows:

- a. Involve area residents in library services and activities.
- b. Provide a line of communication between area residents and the Board of County Commissioners, and other public bodies.
- c. Act as an advisory board to the Board of County Commissioners, and others on matters affecting areas within the boundaries of the Clackamas County Library Board of Trustees.

d. Assist County with determining library policies that assure citizen involvement in the delivery of high quality library services.

e. Take such action as necessary by speaking out as a non-partisan group in support of the Clackamas County Library Board of Trustees objectives.

f. Be fully responsive to the comprehensive needs of the area and to take action as may be necessary in support its objectives.

ARTICLE IV

MEMBERSHIP. Membership shall consist of five in number and shall be as representative as possible of the geographic, demographic and philosophical entities of the service district.

- a. Members of the Clackamas County Library Board of Trustees shall be selected from a pool of applicants solicited, received and appointed by the Clackamas County Board of County Commissioners. Membership in the Clackamas County Library Board of Trustees shall be open to anyone 18 years of age or older who is a resident of the boundary area, a property owner within the boundary area, or a designated representative of a business, corporation, or trust within the Clackamas County Library Board of Trustees boundary area. (ORS 357.417).
- b. Membership shall not be limited by race, creed, color, sex, age, heritage, national origin or income. All new members will be required to show proof of eligibility.
- c. Members shall have an appointment term of four (4) years which shall expire on June 30. Expiration dates for the terms shall be staggered so that no more than one-third of the members' terms will expire in any year. For this purpose, membership terms may initially be staggered for less than four (4) years. Members may seek reappointment for a maximum of two consecutive terms. Reappointment may be made after an interval of one year. Current members seeking a new term on the Clackamas County Library Board of Trustees shall submit an application at least ninety (90) days prior to the expiration of their current term.

ARTICLE V

OFFICERS. The officers of the Clackamas County Library Board of Trustees shall include the following:

- a. Chairperson. The Chairperson shall preside over all meetings of the Clackamas County Library Board of Trustees and shall co-sign for all authorized expenditures, appoint committee heads and have the responsibility of the performance of such duties as prescribed in these bylaws. The Chairperson shall act as an ex-officio member of all committees.

- b. Vice-Chairperson: The Vice-Chairperson shall aid the Chairperson and perform the duties of the Chairperson in his/her absence or disability. The Vice-Chairperson may also co-sign for authorized expenditures in the event the Chairperson or Treasurer is absent.
- c. Secretary: The library manager shall serve as Secretary to the Board. The Secretary shall keep accurate records of all meetings of the Clackamas County Library Board of Trustees. The Secretary may appoint a designee to keep the records of its action. The minutes shall be made available to any member or the public as required by the Oregon Public Records and Meetings Law. The Secretary shall handle all correspondence of the Clackamas County Library Board of Trustees. The Secretary shall be responsible to maintain the membership registry required by these bylaws.

The Clackamas County Library Board of Trustees shall provide the County Public and Government Affairs Department with a current list of officers.

SELECTION OF OFFICERS. The first election shall be held at the first meeting of the Clackamas County Library Board of Trustees. After the first election, the election of officers of the Clackamas County Library Board of Trustees shall be held in conjunction with the annual meeting. Members shall assume their duties immediately upon election to office. All members are eligible for election to officer positions. The Chairperson shall not vote for an officer except in the event of a tie when the Chairperson shall cast the deciding vote. Proxy votes shall not be allowed. (ORS 357.470).

TERM OF OFFICE. The term of office for all officers shall be two (2) years in succession, however, the officer shall continue to serve until a successor is elected or appointed to that office.

VACANCIES. A vacancy occurs when an officer dies, resigns, is removed, or has more than three (3) unexcused absences from meetings during a calendar year. A vacancy shall be filled by appointment by the Clackamas County Library Board of Trustees. The person appointed to fill the vacancy shall serve the remainder of the unexpired term and until a successor is elected or appointed to that office.

NOMINATING COMMITTEE. Nominating Committee shall be appointed by the Chairperson at least thirty (30) days prior to the annual meeting. This committee shall present its recommended list of candidates to the Board of County Commissioners. If possible there shall be at least two (2) people nominated for each office. No person may be confirmed as a nominee without the permission of the nominated person.

ARTICLE VI

MEETINGS. Meetings of the Clackamas County Library Board of Trustees shall be held in accordance with the Oregon Public Meetings Laws. Meetings shall be held no less

than twice per year, with the annual meeting being held once per year for the purpose of electing officers and such other business as deemed necessary.

The Chairperson may call special meetings at any time upon the request of two (2) of the officers or any five (5) members of the Clackamas County Library Board of Trustees. The time and location shall be determined by the Clackamas County Library Board of Trustees. Notice of all meetings shall be provided as required by ORS 192.640 of the Oregon Public Meetings Law. Minutes of all meetings shall be kept and shall be available for public inspection as required by ORS 192.650 of the Oregon Public Meetings Law. A copy of all meeting minutes shall be provided to the County Public and Government Relations Office.

QUORUM and VOTING. A quorum shall be present at a meeting in order for the Clackamas County Library Board of Trustees to transact business. A quorum consists of a majority of all members of the Clackamas County Library Board of Trustees, not just those present. A vacancy on the board does not affect the quorum requirements. The Clackamas County Library Board of Trustees can take official action only with the affirmative vote of a majority of all members.

RECORDS. All records of the Clackamas County Library Board of Trustees shall be subject to disclosure except as allowed by exemptions of the Oregon Public Records Law.

ARTICLE VII

BOARD PROCEDURE. The principles of parliamentary rules of procedures such as Robert's Rules of Order shall govern proceedings at any meeting of the Clackamas County Library Board of Trustees. The Chair shall be guided by these principles in deciding any procedural questions. The Chair's decision on procedural matters may be overruled by a majority of the members voting on the question. The Clackamas County Library Board of Trustees may establish a more detailed hearing procedure to provide for an orderly process for holding a public hearing. All meetings shall comply with the Oregon Public Meetings Law.

ARTICLE VIII

COMMITTEES. The Clackamas County Library Board of Trustees may create committees as required to promote the purposes and objectives of the Clackamas County Library Board of Trustees. A chairperson for each committee shall be selected by the Clackamas County Library Board of Trustees' Chairperson.

ARTICLE IX

DISSOLUTION. The Clackamas County Library Board of Trustees shall be considered inactive if it fails to meet the requirements of these bylaws. An inactive Board shall be dissolved and will no longer be recognized by the Board of County Commissioners. Should the Clackamas County Library Board of Trustees be dissolved,

disbursement of the Clackamas County Library Board of Trustees funds, if any, shall be to a non-profit organization, preferably within the Clackamas County Library Board of Trustees area. This organization shall be selected by the Clackamas County Library Board of Trustees membership in attendance at the final meeting. Funds provided to the Clackamas County Library Board of Trustees by the County shall be returned to the County upon dissolution of the Clackamas County Library Board of Trustees.

ARTICLE X

AMENDMENTS. These Bylaws may be amended. Proposed amendments shall be submitted to the County Counsel for approval. Upon approval of the County Counsel, the proposed amendments shall be approved by the members of the Clackamas County Library Board of Trustees. However, the amendments shall not be in effect until approved by the Board of County Commissioners and that approval has been communicated back to the Chairperson.

The amended bylaws shall supersede all previous bylaws and become the governing rules for the Clackamas County Library Board of Trustees.

BY-LAWS

CLACKAMAS COUNTY
PUBLIC SAFETY COORDINATING COUNCIL

Adopted 2/28/96
Revised 10/22/98

ARTICLE 1
General Provisions

Section 1. NAME. The Clackamas County Public Safety Coordinating Council, formed by the Board of County Commissioners' Order No. 95-934, as required by the passage of Senate Bills 1 and 1145, 1995 Legislative Session, shall be referred to herein as the Council or the CCPSCC.

Section 2. PURPOSE. The purpose of the CCPSCC is to develop and recommend to the Board of County Commissioners, plans for the use of state and local resources to appropriately and effectively address the local adult and juvenile offender populations; to develop and recommend, in conjunction with the local Commission on Children and Families, a plan designed to prevent criminal involvement by youth; to coordinate local criminal justice policy among all criminal justice entities; to provide support for programs that strengthen and preserve families.

These plans shall be developed according to the principles of personal responsibility, accountability, and reformation within the context of public safety and restitution to the victims and to the community. Plans shall provide for a continuum of sanctions and services for both juvenile and adult offenders that, when combined, result in a seamless system that embodies the above principles while emphasizing the prevention of criminal activity generally. All plans developed and approved may be revised as conditions warrant.

Section 3. REPORTS. All plans developed by the CCPSCC are advisory in nature and must be submitted for approval and adoption by the Board of County Commissioners. It is recognized that plans may not be approved by a unanimous vote of the Council. In these cases, a minority report may be filed by 1 or more dissenting members. Minority reports shall be submitted to the Chair of the CCPSCC as an attachment to the plan approved by the majority and shall be submitted jointly to the Board of County Commissioners for consideration and approval.

Section 4. INTERPRETATION. These by-laws shall be liberally construed to meet the general purposes of the Council.

ARTICLE II
Board members of the CCPSCC

Section 1. MEMBERS. The Council shall consist, at a minimum, of 14 members, one of whom shall be a nonvoting member selected by the Superintendent of State Police. Other members shall be as follows:

- A police chief selected by the police chiefs in the county;
- The Sheriff;
- The District Attorney;
- A State Court Judge selected by the presiding judge;
- A Public Defender or Defense Attorney selected by the presiding judge;
- A Director of Community Corrections selected by the County Commissioners;
- A County Commissioner;
- A Juvenile Department Director selected by the County Commissioners;
- A Health or Mental Health Director or designee selected by the County Commissioners;
- At least one lay citizen selected by the County Commissioners;
- A city councilor or mayor selected by the cities in the county;
- A city manager or other city representative selected by the cities in the county;
- A representative of the Oregon Youth Authority.

Section 2. TERMS. Members will serve for a term to be determined by the appropriate appointing authority. Elected officials will serve for a term concurrent with that of their elective offices. Department Directors will serve for the length of their employment in that position. All members will continue to serve until the Chair of the CCPSCC is otherwise notified by an appointing authority.

Section 3. VACANCIES. In the event of a Council vacancy, the Chair of the Council shall notify the appointing authority as designated in Article II, Section 1, within fourteen (14) days of knowledge that the vacancy exists.

Section 4. RIGHTS OF MEMBERS. All members shall have equal rights and privileges except as otherwise provided by these by-laws.

Section 5. COMPENSATION. The members of the CCPSCC shall serve voluntarily and are not entitled to compensation, unless service on this Council is part of their regular employment. Obligation for compensation, where due, is the responsibility of the individual employer and not the CCPSCC. The CCPSCC may establish a reimbursement policy for necessary expenditures related to the Council's business.

ARTICLE III
Officers of the CCPSCC

Section 1. OFFICERS. The officers of the CCPSCC shall be the Chair and Vice-Chair and such other officers as the Council may determine to be necessary. Officers shall be elected by majority vote at the last regular meeting of the year and assume office at the first regular meeting of the fiscal year. Officers of the CCPSCC shall serve for terms of two (2) years and are eligible for re-election.

Section 2. DUTIES OF THE CHAIR. Except as otherwise provided herein, the Chair shall have the duties and power to:

- Preside over all meetings of the CCPSCC;
- Direct the preparation and distribution of agendas for all Council meetings;
- Vote on all questions before the Council;
- Call special meetings of the Council in accordance with these by-laws;
- Appoint committees and chairs thereof;
- Sign all resolutions or other documents arising from formal Council action;
- Shall represent the Council in all conferences or activities involving interorganizational or intraorganizational planning and coordinating, unless another Council member is so designated;
- Shall function as the official spokesperson for the CCPSCC in correspondence and with the media, unless another Council member is so designated;
- Perform other such duties as may be directed by the CCPSCC.

Section 3. DUTIES OF THE VICE-CHAIR. During the absence, disability or disqualification of the Chair, the Vice-Chair shall exercise or perform all the duties and be subject to all the responsibilities of the Chair.

ARTICLE IV
Committees

Section 1. CREATION AND APPOINTMENT OF COMMITTEES.
The Chair shall have the authority to create committees and to appoint the members, subject to confirmation by the Council. Members of committees are not required to be members of the CCPSCC. Terms of members shall be for a set time established by the Chair, until the project is completed, until the member resigns, or until the member is replaced by the Chair. All committees shall be advisory in nature and have no authority to act on behalf of or commit the CCPSCC to any position or act.

Section 2. EFFECT OF COMMITTEES. Committees cannot reverse decisions made by the CCPSCC and must report all their actions at the next Council meeting. All meetings of committees shall be conducted in accordance with the public meeting and records law of the state of Oregon. The CCPSCC retains the right to reject, amend, or

accept in full or in part, any recommendations, positions or suggestions of any committee.

ARTICLE V Meetings

Section 1. REGULAR MEETINGS. Regular meetings shall be held at locations to be determined by the CCPSCC. Meeting locations and times shall be established with due consideration of the needs and schedules of members and accessibility by the general public and other interested parties. Notice of each regular meeting shall be sent to members together with the proposed agenda for that meeting. The agenda may change as matters arise.

Section 2. CANCELLATIONS. A regular meeting may be canceled or rescheduled by the Chair if a lack of quorum is apparent or for other good cause.

Section 3. SPECIAL MEETINGS. Special and emergency meetings and executive sessions of the Council may be called upon notice as provided in the public meeting law, by the Chair or by a majority of the CCPSCC members.

Section 4. ATTENDANCE. If a member is unable to attend a meeting, the member, as a courtesy to the Chair and other members, shall notify the Chair or designated staff. Any member who misses three (3) consecutive regularly scheduled meetings without excuse or notification of the Chair of an extended absence may be subject to a recommendation for removal and replacement to the appropriate appointing authority upon majority vote of the CCPSCC.

Section 5. VOTING/QUORUM. Each member, including the Chair, but with the exception of the representative appointed by the Superintendent of State Police, is entitled to vote at a meeting, regular or special. There shall be no proxies allowed. Non-voting members are entitled to actively participate in discussions and the members of the CCPSCC shall take into consideration the interests of non-voting members.

A quorum of the Council is the number of members required in attendance so that business can be legally transacted. A quorum consists of a majority of the voting members of the full Council. Decisions of the Council shall be by a majority of the voting members at a meeting at which a quorum is present.

Section 6. RULES OF PROCEDURE. The latest edition of Roberts' Rules of Order shall be used to resolve any procedural dispute not provided for in these by-laws or capable of being resolved by consensus of the members.

Section 7. PUBLIC COMMENT. Time will be provided on all agendas for comment by the public and other interested parties on issues before the Council. The Council, in the form of the Chair, retains the right to place time limits on the public testimony of individuals. At the Council's discretion, certain interested parties may be invited to participate in the discussion of the Council on issues germane to their areas of expertise. Written comment and information provided by interested parties should be directed to the Chair and will be included in the meeting packets of the CCPSCC for consideration and discussion by members.

ARTICLE VI Additional Requirements

Section 1. PUBLIC RECORDS. The public records of the CCPSCC and its committees are subject to inspection pursuant to the Oregon Public Records Law as now in force and hereafter amended (ORS 192.410- 192.502).

Section 2. RECORDS EXEMPT FROM PUBLIC INSPECTION. Any public record exempt from disclosure or inspection under any applicable law shall not be subject to disclosure except as otherwise determined by the CCPSCC.

Section 3. PUBLIC MEETINGS. The Oregon Public Meetings Law as now in force and as hereafter amended (ORS 192.610 - 192.690) shall apply to all regular and special meetings of the CCPSCC and any committee thereof as required by law except as otherwise exempted by any applicable statute.

ARTICLE VII Amendments to By-Laws

Section 1. Amendments to these by-laws may be proposed by any member of the Council. A copy of the proposed amendment shall be submitted to the Chair. The Chair shall distribute or cause to be distributed the proposed amendment in writing at least seven (7) days prior to action on the amendment. These by-laws may be amended by a two-thirds majority vote of the current voting members of the Council at any regular meeting or special meeting called for that purpose and at which all voting members of the Council are in attendance.

**CLACKAMAS COUNTY
MENTAL HEALTH AND ADDICTIONS COUNCIL
BYLAWS**

ARTICLE 1 - NAME AND OFFICES

The name of this advisory council, authorized by Oregon Revised Statutes (ORS), chapter 430, shall be known as the Clackamas County Mental Health and Addictions Council (Council), office address: 2051 Kaen Road, Oregon City, Oregon 97045.

ARTICLE 2 - PURPOSE

The Council Shall:

Section 1. Serve as an advisory body to the Clackamas County Board of County Commissioners and Director of Clackamas County Behavioral Health on community needs, gaps in services, barriers, and priorities related to providing mental health and addictions services in the County.

Section 2. Review grant proposals or other funding requests for state funds as required by ORS 430.350, and other grant requests as feasible.

Section 3. Review and comment on preliminary budget requests to the Board of County Commissioners by the Behavioral Health Division for mental health and addictions services.

Section 4. Participate in assessing the effectiveness of mental health and addictions services in Clackamas County and seek input from consumers, general public and service providers on services needed and how to improve existing services.

Section 5. Provide a link to the community at large through advocacy, public information, and education.

Section 6. Review and comment on applications of new service providers.

Section 7. Promote the provision of services to individuals without regard to age, race, sex, color, disability, sexual orientation, gender identity, political or religious beliefs, national origin, marital status or ability to pay.

ARTICLE 3 - MEMBERSHIP

Section 1: The Council shall have no fewer than nine (9) and no more than twenty-one (21) members appointed by the Clackamas County Board of County Commissioners. At least 20 percent of the membership of the Council shall be consumers with representation balanced by age in accordance with ORS 430.075.

Section 2: The Council shall consist of individuals who:

- 2.1 Reside within the boundaries of Clackamas County.
- 2.2 Are consumers, family members of consumers or individuals who have a demonstrated interest in mental health and addictions services, or representatives of community organizations who will help to enhance the leadership role of the Council in developing community-based systems of services.
- 2.3 Represent geographic and ethnic diversity of the County.

Section 3: **MEMBERSHIP TERMS:** A membership term is three (3) years and a member is limited to two (2) terms. Subsequent terms may be recommended by a majority vote of Council members present at a regular Council meeting. A term begins on the first day of the month that the member is approved, and ends on the last day before the anniversary date. Terms may be staggered to avoid excessive term expiration in any year.

Section 4: **VACANCIES:** A vacancy occurs when a Council member's term expires, or when a Council member moves out of the service area, dies, resigns or is removed.

Section 5: **REMOVAL:** A member may be removed whenever the best interests of the County will be served. Best interests include but are not limited to instances where a member has failed to declare an actual or potential conflict of interest, or when a member has acted contrary to Council directives or applicable laws including these Bylaws. The member whose removal is placed at issue shall be given prior notice of removal, and a reasonable opportunity to appear and be heard at a meeting of the Council. A member may be removed pursuant to this section by a vote of a majority of the total number of members then serving on the Council.

Section 6: **TRAINING:** To carry out its duties and responsibilities the Council is responsible for identifying and assuring it meets its educational and training needs including orientation and training new Council members.

ARTICLE 4 – OFFICERS

Section 1: **OFFICES & RESPONSIBILITIES:** The Council officers shall consist of a President, Vice-President and Secretary. The President shall preside over meetings of the Council, prepare and ensure that an agenda is distributed prior to each regular meeting, and shall serve as Chair of the Executive Committee and ex-officio member of all other committees. The Vice-President shall perform the duties of the President in that person's absence. The Secretary will act as Chair of the Nominating and Screening Committee and will be responsible for monitoring meeting attendance and notifying the Executive Committee of excessive absences. All officers shall have such powers and shall perform such duties as prescribed by these Bylaws, resolutions or other directives of the Council.

- Section 2: **NOMINATION & ELECTION:** The Secretary as the Nominating and Screening Committee chairperson shall be responsible for conducting the nominations and elections of the Executive Committee, comprised of Council officers and two additional members. Nominations will be presented at the May Council meeting. Additional nominations may be made from the floor. An election will be held at the June Council meeting. All officers shall be elected annually by majority vote of Council members present. Notwithstanding these provisions, at the time of the initial formation of the Council, nominations of officers shall be made at the first regular meeting, with elections to occur at the next regular meeting. Nominations may be made without regard to the general requirement that members have served on the Council for a minimum of six months before eligibility for nomination as provided in, Article 6, section 1.
- Section 3: **TERM OF OFFICE:** The term of office shall be one (1) year, or any portion of an unexpired term. A term shall start July 1 and terminate on June 30 of the following year, or shall continue until a successor has been elected. Officers may serve two consecutive full terms.
- Section 4: **VACANCIES:** Vacancies created during the term of an office shall be filled for the remaining portion of the term by special election at a regular meeting in accordance with this Article.

ARTICLE 5 - MEETINGS

- Section 1: **OPEN MEETINGS:** All regular and special Council meetings shall conform to Oregon Public Meetings Law (ORS 192.610 to 192.690).
- Section 2: **REGULAR MEETINGS:** The Council shall hold at least eight (8) monthly meetings per year beginning at the time and place designated in the notice for such a meeting. The time, place and location of the meetings shall be made known to the public by advertising or posting such notice and such notice shall be given to each Council member at least seven days in advance of the meeting date. When mailed and properly addressed, notice shall be deemed to have been given twenty-four (24) hours after it has been deposited in the United States Mail, postage paid.
- Section 3: **SPECIAL MEETINGS:** Special meetings may be called at any time by email, phone or in person by the Council President or a majority vote of the members then serving, or in response to a request by the County. Special meetings shall be held upon notice delivered by mail, email, telephone or personally to all Council members at their residence or usual place of business not less than seven days before the day of the meeting and specifying the place, day, hour and general purpose of such a meeting.
- Section 4: **VOTING:** A majority of current Council members shall constitute a quorum for the transaction of business at any meeting of the Council. If a quorum is present, the vote of the majority of the Council members present and entitled to vote shall be the act of the Council. Each member shall be entitled to one (1) vote. No proxy votes shall be accepted.

- Section 5: **MINUTES:** Minutes must be taken at each regular and special Council meeting. The minutes shall be reviewed and approved at each regular Council meeting. Minutes shall be stored and retained in accordance with Oregon Public Records Law.
- Section 6: **RULES OF ORDER:** Meetings shall be conducted using the latest edition of the general guidelines of *Robert's Rules of Order Newly Revised*.
- Section 7: **ATTENDANCE:** Council members shall attend all Council regular and special meetings and committee meetings to which members are assigned. Any absence must be reported to the President or the staff liaison prior to the scheduled meeting. If a member is absent for three consecutive meetings without prior notification the member's term will be deemed expired and a vacancy will occur. The Council may establish criteria for a policy that allows members to appear by telephone or other means of electronic communication in lieu of a personal appearance.

ARTICLE 6 - COMMITTEES

- Section 1: **NOMINATING AND SCREENING COMMITTEE:** The Council shall designate a Nominating and Screening Committee as a standing committee comprised of three members, in addition to the committee Chair. Members of the Nominating and Screening Committee shall be elected annually from a list of Council volunteers by a majority of Council members present. To be eligible, members shall have served on the Council for a minimum of six months to insure their understanding of Council duties and responsibilities. All members of the committee shall hold office for one (1) year with a maximum of three (3) years or until a successor is elected. The Committee shall select and nominate officers for the Council, with the concurrence of the Executive Committee. In addition, it will interview candidates for appointment or reappointment to the Council and ensure training and orientation with concurrence of the Executive Committee. Final recommendations will be made to the Council for action.
- Section 2: **EXECUTIVE COMMITTEE:** The Council shall have a standing Executive Committee composed of the President, Vice-President, Secretary, and two (2) other members. The Executive Committee shall coordinate the activities of all committees, set the agenda for the Council meetings and perform such other duties as authorized and directed by the Council. It shall meet monthly, or as needed, and maintain written minutes of all regular and special meetings which shall be reported at the next regular meeting of the Council.
- Section 3: **AD-HOC COMMITTEES:** The Council will identify goals annually to provide direction and focus for the formation of Ad-Hoc Committees to address particular issues and tasks. Ad-Hoc Committees may be established by the Council as needed. Once an Ad-Hoc Committee has completed assigned tasks, it shall cease to exist. A majority of the members of each Ad-Hoc Committee shall be Council members. Membership may also include individuals from the community chosen for their expertise and knowledge and concern about a specific issue or a field of endeavor.

ARTICLE 7 - CONFLICT OF INTEREST

Section 1: Oregon's Government Standards and Practices (Oregon Revised Statutes (ORS), Chapter 244) govern Council members' conduct as public officials. Council members are required to follow the code of ethics set forth in ORS 244.040 and are prohibited from engaging in Actual Conflicts of Interest and must declare Potential Conflicts of Interest as those terms are defined in ORS 244.020. Members are to refrain from:

- 1.1 Using her/his Council appointment in any way to obtain financial gain for the Council member, a person in the member's household or relative, or for any business with which the Council member or a person in the member's household or relative is associated.
- 1.2 Taking any action on behalf of the Council, the effect of which would be a financial gain or loss to the member or a person in the member's household or relative.

Section 2: **ACTUAL CONFLICT OF INTEREST:** No member of the Council shall participate in any discussion or vote in a situation where an actual conflict of interest exists for that member, a person in the member's household or relative. An Actual Conflict of Interest exists if any action or any decision or recommendation by a Council Member *would* result in financial benefit to that member, a person in the member's household or relative. When an Actual Conflict of Interest exists the member must immediately declare the conflict orally to the Council President and explain the nature of the conflict in writing. Both the declaration and the nature of the conflict must be noted in the minutes of the next scheduled Council meeting.

Section 3: **POTENTIAL CONFLICT OF INTEREST:** When a potential conflict of interest exists a Council member must immediately declare the conflict of interest orally to the President and explain the nature of the conflict in writing prior to participating in any discussion, debate or vote on the issue at committee or Council level. Both the declaration and the nature of the conflict must be noted in the minutes of the next scheduled Council meeting. A Potential Conflict of Interest exists if any action or any decision or recommendation by a Council Member *could* result in financial benefit to that member, a person in the member's household or relative.

Section 4: **MEMBER CHALLENGE:** In addition to a Council member declaring a conflict of interest, any Council member may challenge any other member (s) as having a conflict of interest. It shall be the responsibility of the Council President to identify any conflict of interest, either by declaration or challenge.

Section 5: **DETERMINATION OF POTENTIAL CONFLICT OF INTEREST:** The determination of whether a potential conflict of interest exists shall be made at a Council meeting by recorded roll call vote prior to the Council's further consideration at committee or Council level of the issue from which the conflict arises. The Council member(s) at issue shall not participate in the roll call vote.

ARTICLE 8 - COMPENSATION

No payment shall be paid to a member for services as a member of the Council whether actual or in-kind and a member is not entitled to reimbursement of expenses for services.

ARTICLE 9 – GENERAL PROVISIONS

Section 1: PUBLIC REPRESENTATION: Any form of public representation regarding the operation of Clackamas County Mental Health and Addiction Treatment programs may originate only from the Director of Clackamas County Behavioral Health, or designee, in consultation with the Board of Clackamas County Commissioners and the Council President. In accordance with Council direction, the Council President may act or speak on behalf of the Council. Otherwise individual members are not authorized to act or speak on behalf of the Council or County.

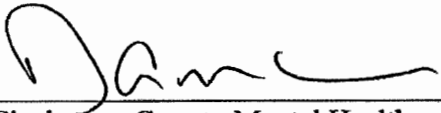
Section 2: RECORDS RETENTION: Records of the Council and its committees shall be retained in accordance with the administrative rules of the Oregon State Archivist.

ARTICLE 10 - BYLAW ADOPTION AND AMENDMENTS

The bylaws may be repealed or amended, or new bylaws may be adopted at any meeting of the Council at which a quorum is present, by two-thirds (2/3) of those present and voting. At least twenty (20) days written notice must given to each member of the intention to alter, amend, repeal, or to adopt new bylaws, as well as the written alteration, amendment or substitution proposed. Bylaw amendments approved by the Council must comply with the authority granted in these Bylaws, Clackamas County policies, state and federal laws.

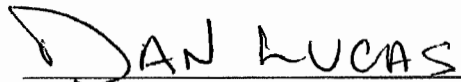
[Enacted; June 22, 2010]

Clackamas County Mental Health and Addictions Council Bylaws Approved:



Clackamas County Mental Health and Addictions Council President

9/28/10
Date



Printed Name

North Clackamas Parks and Recreation District
Milwaukie Center/Community Advisory Board
BYLAWS

Article I. Name

The name of this board is the Center/Community Advisory Board (C/CAB)

Article II. Purpose, Authority, and Duties

- A. The purpose of this Board is to be the primary policy advisor with regards to the activities and operations of the Milwaukie Center. The Board will advise the North Clackamas Parks and Recreation District (NCPRD), Milwaukie City Council, Happy Valley City Council, Board of County Commissioners (BCC) and Milwaukie Center staff regarding Milwaukie Center needs.
- B. The C/CAB was established in the August 20, 1992 Intergovernmental Agreement between North Clackamas Parks and Recreation District and the City of Milwaukie.
- C. The C/CAB's duties include addressing the programs and facilities of the Milwaukie Center concentrating on the problems, desires and needs of the senior citizens and others within the boundaries of NCPRD; making decisions regarding capital improvements, programs, maintenance, and operations policies to be approved by the Milwaukie City Council (deed holders to the property and facilities) and/or the NCPRD Board.
- D. During the annual budget process the C/CAB will provide budget recommendations for the operation and maintenance of the Milwaukie Center, and in addition, the C/CAB will identify and prioritize necessary capital projects and provide project recommendations to the NCPRD Board. The recommendations for maintenance and operations, and capital improvements shall be reviewed by the NCPRD Board, who will then forward their recommendations to the NCPRD Budget Committee. The NCPRD Budget Committee will then submit recommendations to the BCC for final decision.

Article III. Membership

- A. The C/CAB shall consist of twelve members.
- B. Of the twelve C/CAB members, there will be representation of one member each appointed by the City of Milwaukie and the City of Happy Valley. The C/CAB and NCPRD Board agree to recommend to the BCC for approval the individuals nominated by the City of Milwaukie and City of Happy Valley city councils to fill the City representative seats. The BCC agrees to appoint the individuals nominated by the city councils unless there is good cause for rejecting the nomination.

- C. All other C/CAB applications for any of the remaining at-large board positions may be made directly to the C/CAB. The C/CAB members will be recommended by the C/CAB and NCPRD Board and appointed by the BCC. No member may be a NCPRD employee, City of Milwaukie officer, agent or employee or City of Happy Valley officer, agent or employee.
- D. Terms are for a period of three years. Board terms will be staggered with terms ending in October of each year. Board members shall serve no more than two consecutive full terms. The body which appointed a particular C/CAB member may waive this limitation if it is in the public interest to do so.
- E. Vacancies are filled in the same manner as the original appointments and for the unexpired term of the vacant position.
- F. Upon failure of any member to attend two consecutive meetings without a valid excused absence, the C/CAB may recommend termination of that appointment to the governing body which made the appointment, and that governing body may remove the incumbent from the Board and declare the position vacant to be filled in the manner of a regular appointment. A valid excused absence requires that the C/CAB member notify a C/CAB officer or Milwaukie Center staff prior to the meeting to be missed except for the case of an emergency.
- G. All C/CAB members shall serve without compensation.

Article IV. Officers and Staffing

- A. Officers. The officers consist of a chair person, vice chair person, and secretary who shall be selected by the C/CAB membership by simple majority vote and who shall serve at the pleasure of the membership for one year. Elections shall be held yearly in June. Officers may be re-elected.
- B. Chair person. The chair person shall have general supervisory and directional powers over the Board. The chair person shall preside at all Board meetings, set Board agendas, and establish committees and appoint committee chair persons. The chair person shall also be an ex-officio member of all subcommittees and shall be the sole spokesperson for the Board unless this responsibility is delegated in writing.
- C. Vice Chair person. The vice chair person shall execute all powers of the chair person in the absence of the chair person; the secretary in the absence of the secretary.
- D. Secretary. The secretary shall keep records of all Board meetings, correspondence, and related documents.

- E. Temporary Appointments. The chair person may fill a vacancy in any office by a temporary appointment not to exceed two regular meetings. An election by the C/CAB must be held by the third meeting to fill the vacancy and that member so elected shall serve for the remainder of the term of that office.

Article V. Organizational Procedures

- A. The C/CAB shall meet at least once each month (a “regular meeting”). All members shall be subject to the requirements of the Oregon Public Meetings Law.
- B. Special meetings may be called by any two officers. Only business specified in the agenda for the special meeting may be considered.
- C. Fifty-one percent of the voting membership of the C/CAB shall constitute a quorum. The concurrence of a majority of the C/CAB members present shall be required to decide any matter.
- D. Bylaws may be amended at any regular C/CAB meeting providing written notice of the proposed amendment is submitted at a prior, regular meeting. In order to be effective such amendments must also first be approved by the NCPRD Board.
- E. The parliamentary authority for this board is *Robert’s Rules of Order Revised* except where superseded by these bylaws or local, state or federal laws.

Adopted 8/9/96 by Center/Community Advisory Board

Adopted 9/3/96 by City of Milwaukie City Council

Adopted 8/29/96 by District Parks Advisory Board

Revised and adopted 2/13/09 by Center/Community Advisory Board

Adopted 3/09 by the District Parks Advisory Board

**North Clackamas Parks and Recreation District Advisory Board
BYLAWS**

ARTICLE I

NAME. The name of this board is the North Clackamas Parks & Recreation District Advisory Board (DAB).

ARTICLE II

BOUNDARIES. The boundaries of the North Clackamas Parks & Recreation District Advisory Board (DAB) shall be the same as those established by North Clackamas Parks & Recreation District within Clackamas County.

ARTICLE III

PURPOSE. The purpose of the DAB is to advise the North Clackamas Parks & Recreation District Board (District Board) on the design, planning, and development of parks and facilities within the district and to advise the District Board on programs, maintenance and operations; to meet with the District Board once yearly; and to publish an annual report presented each August.

GOALS. The goals of the DAB are as follows:

- a) The DAB's will address the programs and facilities of the North Clackamas Parks & Recreation District concentrating on the challenges, desires and needs of the district residents;
- b) Make policy-level recommendations regarding capital improvements, programs, maintenance, and operations to be approved by the District Board.
- c) During the annual budget process the DAB will provide budget recommendations for the operation and maintenance of the North Clackamas Parks & Recreation District, and in addition, the DAB will identify and prioritize necessary capital projects and provide project recommendations to the District Board. The recommendations for maintenance and operations, and capital improvements shall be reviewed by the District Budget Officer, who will then forward their recommendations to the North Clackamas Parks & Recreation Budget Committee. The North Clackamas Parks & Recreation Budget Committee will then submit recommendations to the District Board.

ARTICLE IV

MEMBERSHIP. The DAB shall consist of Nine (9) members. The District Board shall appoint all members. Membership shall not be limited by race, creed, color, sex, age, heritage, national origin or income. All members must be residents of the district.

- a) As set forth in the IGA's between NCPRD and the Cities of Milwaukie and Happy Valley, the nine member board representation will be as follows:
 - a. 2 members from east of I-205 (one of which may reside in the City of Happy Valley)
 - b. 2 members from west of I-205 (one of which may reside in the City of Milwaukie)
 - c. 1 member from the City of Happy Valley*
 - d. 1 member from the City of Milwaukie*
 - e. 1 member from the Milwaukie Center**
 - f. 2 members at large (1 from East and 1 from west of I-205)

**District Board agrees to appoint both a primary and an alternate representative nominated by the City Council to fill the City's representative seat unless there is good cause for rejecting the nomination.*

***District Board agrees to appoint both a primary and an alternate representative nominated by the Milwaukie Center Community Advisory Board (C/CAB) to fill the Milwaukie Center representative seat unless there is good cause for rejecting the nomination.*

- b) The DAB composition will be revisited and adjusted, in the event of significant District boundary changes or major population changes.
- c) Terms are for a period of four fiscal (4) years, beginning on July 1st of the first fiscal year and ending on June 30th of the fourth fiscal year. Board terms will be staggered among the nine DAB members. At the end of each four (4) year term, DAB members, who are not partner city appointees and who wish to continue their service for a second term, will need to participate in the recruitment process used to fill all vacancies and may be reappointed by the District Board. The seven (7) representatives of the District zones plus the representative from the Milwaukie Center, may serve a maximum of two consecutive terms. Representatives may reapply for vacancies on the committee following a four (4) year break in service (one full term).

The two (2) partner cities of Happy Valley and Milwaukie, may choose to reappoint their designees for both the primary and alternate positions, or submit new representatives for District Board approval. All recurring four (4) year terms require District Board approval, however there are no limits on terms served for partner cities.

- d) Vacancies are filled in the same manner as the original appointments and for the unexpired term of the vacant position. In the event a "primary" representative from one of the three

(3) appointed partner organizations is unable to complete their term, the “alternate” will be designated to fulfill the remainder of the term.

- e) Upon failure of any member to attend two consecutive meetings without a valid excused absence, the DAB may recommend termination of that appointment to District Board, and the District Board may remove the incumbent from the DAB and declare the position vacant to be filled in the manner of a regular appointment. A valid excused absence requires that the DAB member notify a DAB officer or North Clackamas Parks & Recreation District staff member prior to the meeting to be missed except for the case of an emergency.
- f) All DAB members shall serve without compensation.

ARTICLE V

OFFICERS & STAFFING. The officers and staffing of the DAB shall include the following:

- a) **Chairperson.** The chair person shall have general supervisory and directional powers over the DAB. The chair person shall preside over all DAB meetings, assist the NCPRD Director with setting the DAB Meeting agendas, and establish committees and appoint committee chair persons. The chair will serve as the DAB representative in meetings with the District Board or at various community meetings when appropriate, or if unable to serve that role will appoint a representative from among the DAB members. The chair will also serve as the official spokesperson for the DAB whenever there is an issue or statement required when it is appropriate for the DAB to make that response or statement;
- b) **Vice-Chairperson:** The vice chair person shall execute all powers of the chair person in the absence of the chair person;
- c) **Secretary:** The secretary shall maintain minutes and attendance records of business meetings. Additionally the secretary will initiate the recruitment process to fill vacancies upon term expirations. The secretary position is neither elected nor appointed but rather filled by the parks director administrative staff support.
- d) **District Board Liaison:** The District Board may elect to appoint a liaison/liaisons to the DAB in an ex-officio capacity with no voting powers or rights but who has the authority to speak on behalf of the District Board and to participate in discussions about actions under consideration for recommendation to the District Board. The liaison is present as a representative of the District Board and not as an individual party

The DAB shall provide the County Public and Government Affairs Department with a current list of officers.

SELECTION OF OFFICERS. The officers shall be selected by the DAB membership by simple majority vote. Elections shall be annually as the first order of business at the first DAB meeting of

the fiscal year in July. The outgoing chair will conduct the election, and immediately following results, turn the meeting over to the newly elected chair.

TERM OF OFFICE. The term of office for all officers shall be one (1) year, however, the officer shall continue to serve until a successor is elected or appointed to that office. Officers may be re-elected and may serve a maximum of two consecutive terms.

VACANCIES. A vacancy occurs when an officer dies, resigns, is removed, or has more than three (3) unexcused absences from meetings during a calendar year. The person appointed to fill the vacancy shall serve the remainder of the unexpired term and until a successor is elected or appointed to that office.

ARTICLE VI

MEETINGS. The DAB shall meet at least once each month (a “regular meeting”). All meetings shall be subject to the requirements of the Oregon Public Meetings Law.

Special meetings may be called by any two DAB Members and a residing Officer. Only business specified in the agenda for the special meeting may be considered. Notice of all meetings shall be provided as required by ORS 192.640 of the Oregon Public Meetings Law. Minutes of all meetings shall be kept and shall be available for public inspection as required by ORS 192.650 of the Oregon Public Meetings Law. A copy of all meeting minutes shall be provided to the County Public and Government Relations Office.

QUORUM and VOTING. Fifty-one percent of the voting membership of the DAB shall constitute a quorum. The concurrence of a majority of the DAB members present shall be required to decide any matter.

RECORDS. All records of the DAB shall be subject to disclosure except as allowed by exemptions of the Oregon Public Records Law.

ARTICLE VII

HEARING PROCESS AND PROCEDURE. The principles of parliamentary rules of procedures such as Robert’s Rules of Order shall govern proceedings at any meeting of the DAB. The Chair shall be guided by these principles in deciding any procedural questions. The Chair’s decision on procedural matters may be overruled by a majority of the members voting on the question. The DAB may establish a more detailed hearing procedure to provide for an orderly process for holding a public hearing. All meetings shall comply with the Oregon Public Meetings Law.

ARTICLE VIII

COMMITTEES. The chair may appoint special committees or ask the DAB to appoint special committees on issues or topics where a committee is deemed to be needed or appropriate.

ARTICLE VIII

AMENDMENTS. Bylaws may be amended at any regular DAB meeting providing written notice of the proposed amendment is submitted at a prior, regular meeting. In order to be effective such amendments must also be approved in writing by County Counsel and further submitted to the District Board for final approval.

The amended bylaws shall supersede all previous bylaws and become the governing rules for the DAB.

**Bylaws of North Clackamas Parks & Recreation District Budget
Committee**

ARTICLE I

The name of the organization shall be the North Clackamas Parks & Recreation District Budget Committee.

ARTICLE II

BOUNDARIES. The boundaries of the North Clackamas Parks & Recreation District Budget Committee shall be the same as those established by North Clackamas Parks & Recreation District. These boundaries take into account natural boundaries, commercial patterns, community organizations and historic factors.

ARTICLE III

PURPOSE. The purpose of the North Clackamas Parks & Recreation District Budget Committee is to receive the budget message and budget document, provide the opportunity for and hear public comment, and approve the budget for the NORTH CLACKAMAS PARKS & RECREATION DISTRICT.

ARTICLE IV

MEMBERSHIP. Membership shall consist of the five members of the Board of County Commissioners and five citizen members at large.

- a. Membership in the North Clackamas Parks & Recreation District Budget Committee shall be open to anyone who is a resident of the North Clackamas Parks & Recreation District.
- b. Membership shall not be limited by race, creed, color, sex, age, heritage, national origin or income. All new members applying to the Committee will be required to show proof of eligibility.
- c. Members shall have an appointment term of three (3) years which shall expire on third year from the date of appointment. Terms shall be staggered so that about one-third of the appointed terms end each year. There are no term limits and Members may seek reappointment. Current members seeking a new term on the North Clackamas Parks & Recreation District Budget Committee shall submit an application at least thirty (30) days prior to the expiration of their current term.

The Budget Committee may meet prior to their first “official” meeting under ORS 294.426 when the budget message is delivered and for which notice must be published. Discussion items prior to the first “official” meeting are limited based on ORS 294.426(6). Minutes of all meetings shall be kept and shall be available for public inspection as required by ORS 192.650 of the Oregon Public Meetings Law. A copy of all meeting minutes shall be provided to the County Public and Government Affairs Office.

QUORUM and VOTING. A quorum shall be present at a meeting in order for the North Clackamas Parks & Recreation District Budget Committee to transact business. A quorum consists of a majority of all members of the Committee, not just those present. Any budget committee action requires the affirmative vote of the majority of the total budget committee membership.

RECORDS. All records of the North Clackamas Parks & Recreation District Budget Committee shall be subject to Oregon Public Records Law.

ARTICLE V

HEARING PROCESS AND PROCEDURE. The Hearing Process and Procedure shall comply with Oregon Budget Law – and the proceedings of the meeting shall be governed by ORS 294. All budget committee meetings shall comply with the Oregon Public Meetings Law.

ARTICLE VI

AMENDMENTS. These bylaws may be amended. Proposed amendments shall be submitted to the County Counsel for approval. Upon approval of the County Counsel, the proposed amendments shall be approved by the members of the North Clackamas Parks & Recreation District Budget Committee. However, the amendments shall not be in effect until approved by the Board of County Commissioners and that approval has been communicated back to the Chairperson.

The amended bylaws shall supersede all previous bylaws and become the governing rules for the Committee.



Regional Arts &
Culture Council

BYLAWS

Revised November, 2009¹

¹ Approved by RACC Attorney Anne Barragar and RACC Board of Directors on November 18, 2009.

BYLAWS OF REGIONAL ARTS & CULTURE COUNCIL

(Revised November, 2009)
Next review: November 2019

ARTICLE I

OFFICES

The principal office of the corporation shall be located at Portland, Oregon. The corporation may have such other offices, either within or without the State of Oregon, as the board of directors may determine or as the affairs of the corporation require from time to time.

The corporation shall have and continuously maintain in the State of Oregon a registered office, and a registered agent whose office is identical with such registered office, as required by the Oregon Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

MEMBERS

The corporation shall have no members.

ARTICLE III

FISCAL YEAR

The fiscal year of the corporation will be July 1 through June 30. All references to the term "year" or "annual" in these by-laws shall refer to the corporation's fiscal year.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the corporation shall be managed by its board of directors. Directors need not be residents of the State of Oregon.

Section 2. Number and Tenure.

(a) The board of directors shall consist of a minimum of seventeen (17) members and a maximum of twenty-six (26) members, nominated by the RACC Board Development Committee, approved by the Board of Directors, and with Positions 1 through 17 endorsed by the five partner governmental jurisdictions.

This endorsement is valued as long as each of the partner governmental jurisdictions named below continues to be a party to the Intergovernmental Agreement designating RACC as the regional arts and culture agency. If a partner governmental jurisdiction withdraws funding, the number of directors representing that jurisdiction shall not be reduced. The board of directors, or a Board Development Committee, to which the task has been delegated, shall work in conjunction with citizens and elected officials of each appointing jurisdiction to develop a list of potential candidates for each appointing authority. From those lists, directors shall be appointed as follows:

- (i) Positions 1 through 5 shall be endorsed by the Multnomah County Executive;

- (ii) Positions 6 through 11 shall be endorsed by the Mayor of the City of Portland;
- (iii) Positions 12 through 13 shall be endorsed by the chair of the Clackamas County Board of Commissioners;
- (iv) Positions 14 through 15 shall be endorsed by the chair of the Washington County Board of Commissioners;
- (v) Positions 16 through 17 shall be endorsed by the Metro Council President.
- (vi) Positions 18 through 25 are elected at large by the Board of Directors.
- (vii) Position 26 shall be filled ex-officio by the chair emeritus.

(b) Members of the board of directors shall serve for a term of two years, or portion thereof if appointed to fill an unexpired term, or until expiration of the term of the position to which they are appointed. Terms of all positions shall begin on July 1 and end on June 30, both dates inclusive.

(c) Directors may serve up to three consecutive terms; provided, however, that a term of less than 18 months shall not be counted for the purpose of this limitation, and the term of a director who serves as the board chair will be extended if necessary to allow the chair to finish the term of office and serve as chair emeritus for a term of one year.

(d) Any member of the board of directors may discontinue membership by resignation. If any position becomes vacant the authority responsible for endorsing such position shall endorse a member from the list referred to in Section 2(a) to serve the balance of the unexpired term.

(e) A member of the board of directors that misses three consecutive unexcused regularly scheduled board meetings, upon review and recommendation of the Board Development Committee, may be removed from board service by a majority vote of the board.

(f) Members of the board of directors shall serve without compensation except that they may be reimbursed for reasonable expenses incurred in the performance of their duties.

Section 3. Liaison. Each jurisdiction endorsing one or more directors of the corporation may appoint one elected official to serve as a liaison between the corporation and that jurisdiction.

Section 4. Staff. The board may employ such staff as deemed necessary, who shall serve at the discretion of the board and shall undertake such duties as properly may be specified by the board.

Section 5. BCA Representative. One member of the board may be a designated representative between the RACC board and the Business for Culture and the Arts (BCA) board. The Board Chair, with input from the Board Development Committee and the Executive Committee and in agreement with the BCA Board Chair, appoints the board member to this role.

ARTICLE V

MEETINGS

Section 1. Regular Meetings. Regular meetings of the board of directors may be held on such schedule as may be adopted by the board of directors.

Section 2. Special Meetings. Special meetings of the board of directors may be called at any time at the discretion of the chairperson and shall be promptly called, upon written request of any three directors, and notice of such special meetings shall be given to each director either in writing or by telephone at least 24 hours prior to the meeting time, such meetings to be held at the location designated by the chairperson.

Section 3. Quorum and Vote. No fewer than one half of the board members must be present at meetings to constitute a quorum, and the affirmative vote of a majority of those present shall be

required to transact business or take official action. The board of directors shall permit any or all of the directors to participate in the regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4. Action Without Meeting. Any action required by law to be taken at a meeting of directors, or any action that may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors. Such consent shall have the same force and effect as a unanimous vote.

ARTICLE VI

COMMITTEES

Section 1. Board Committees.

The board of directors may create an executive committee and/or one or more additional committees of the board of directors. Each committee shall consist of two or more directors. The board delegates the appointment of committees to the current Chair, who shall seek the input of the Executive Committee, individual board members or committees, and the Executive Director.

Section 2. Board Committee Procedures and Authority. The provisions of these bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board of directors shall apply to committees and their members as well. The executive committee, if any, shall have and may exercise the full authority of the board of directors between meetings of the board of directors, and other committees of the board of directors may exercise such authority of the board of directors as may be specified by the board of directors; provided, however, that neither the executive committee nor any other committee may: (a) authorize distributions; (b) approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; (c) elect, appoint, or remove directors or fill vacancies in the board of any of its committees; or (d) adopt, amend or repeal the articles of incorporation or bylaws.

Section 3. Advisory Committees. The board of directors may also create one or more advisory committees. Members of advisory committees need not be members of the board of directors, but at least one director shall serve on each such advisory committee. Advisory committees shall have no power to act on behalf of, or to exercise the authority of, the board of directors, but may make recommendations to the board of directors.

ARTICLE VII

OFFICERS

Section 1. Officers. The officers of the corporation shall be a chair, a vice chair, an executive director, a secretary, a treasurer, a chair emeritus and such other officers, as the board of directors shall from time to time appoint. The chair, vice chair, and treasurer shall be appointed from among the members of the board of directors, and the chair emeritus shall be the retiring board chair, and shall continue to serve on the board of directors, but the officers need not otherwise be members of the board of directors. The officers shall be elected by the board of directors. The length of service for each office is one year with the exception of the executive director, who will serve at the pleasure of the board. Officers, with the exception of the Executive Director, should not serve more than two consecutive years of service. The board of directors may extend the years of service if a special need exists. The same individual may simultaneously hold more than one office, except that the

offices of chair and secretary, executive director and secretary, or executive director and treasurer may not be simultaneously held by the same individual.

Section 2. Chair. The chair shall preside over all meetings of the board of directors, shall call the directors together whenever he or she deems necessary and shall perform all other duties as are incident to the office or are properly required by the board of directors.

Section 3. Vice Chair. The vice chair shall preside over all meetings of the board of directors in the absence of the chair and shall discharge the duties incident to the office or properly required by the board of directors.

Section 4. Executive Director. The executive director shall be the chief executive officer of the corporation and shall perform such duties as are incident to the office or are properly required by the board of directors.

Section 5. Secretary. The secretary shall have responsibility for preparing minutes of meetings of the board of directors and for authenticating records of the corporation, and shall perform all other duties as are incident to the office or are properly required by the board of directors.

Section 6. Treasurer. The treasurer shall chair the Finance Committee, shall work with management in providing for an audit by an independent, certified public accountant, shall work with management in maintaining financial records of the corporation, shall work with management in the establishment and maintenance of generally accepted accounting principles and methods in keeping the records of assets, liabilities and financial transactions of the corporation and its system of internal control for safeguarding cash, securities and investments, shall make reports of the corporate finances as required by the chair or board of directors, and shall perform all other duties incident to the office or properly required by the board of directors.

Section 7. Assistants. The board of directors may appoint or authorize the appointment of assistants to the secretary or treasurer or both. Such assistants may exercise the powers of the secretary or treasurer, as the case may be, and shall perform such duties as are prescribed by the board of directors.

Section 8. Chair Emeritus. The chair emeritus shall serve for a term of one year, will consult with the other officers as requested, and shall perform all other duties as are required by the board of directors.

ARTICLE VIII

ETHICS

The board shall adopt an ethics policy that shall be reviewed by the board annually. The board shall faithfully adhere to the written policies of the corporation regarding director's duties and ethical obligations to the corporation including without limitation the director's duties to recuse themselves in situations involving conflicts of interest.

ARTICLE IX

INDEMNIFICATION

"Director" and "officer" have the meanings given to them by Section 65.387 of the Oregon Nonprofit Corporation Act, as it now exists or as it may hereafter be amended (the "Act"). The rights to indemnification are as follows:

(a) **Right to Indemnification.** The corporation shall indemnify, to the fullest extent provided in the Act, any director or officer who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation) by reason of or arising

from the fact that such person is or was a director or officer of the corporation. The determination and authorization of indemnification shall be made as provided in the Act. The corporation shall pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding as provided in the Act, provided that the director or officer meets the requirements set forth in the Act. The rights to indemnification of directors and officers hereunder shall be contract rights. No repeal or modification of the Act or this paragraph shall adversely affect any right of an officer or director existing at the time of such repeal or modification for or with respect to indemnification related to an act or omission of such officer or director occurring prior to such repeal or modification.

(b) Right of Claimant to Bring Suit. If a claim by a person entitled to indemnification under paragraph (a) is not paid in full by the corporation within 90 days after a written claim has been received by the corporation, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action, other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the corporation, that the claimant has not met the standards of conduct that make it permissible under the Oregon Nonprofit Corporation Act for the corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Oregon Nonprofit Corporation Act, nor an actual determination by the corporation (including the board of directors, independent legal counsel, or its members) that the claimant had not met such applicable standard of conduct set forth in the Oregon Nonprofit Corporation Act, shall be a defense to the action or create a presumption that the claimant had not met the applicable standard of conduct.

(c) Non-Exclusivity of Rights. The rights conferred on any person by paragraphs (a) and (b) shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, bylaw, agreement, vote of members or disinterested directors or otherwise.

(d) Insurance. The corporation shall maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Oregon Nonprofit Corporation Act.

ARTICLE X

IMMUNITY

Each person who is or was a director, uncompensated officer or member of this corporation shall not be liable to or otherwise financially responsible for monetary damages, costs of expenses to the corporation or to any third person(s) or other entities for conduct as a director, uncompensated officer or member as defined by the Oregon Nonprofit Corporation Act to which this exculpation from liability is prohibited. This exculpation from liability shall be interpreted and applied in favor of the exclusion from liability of the director, uncompensated officer or member to the fullest extent authorized by the Oregon Nonprofit Corporation Act as the same now exists or may hereafter be amended.

ARTICLE XI

NONDISCRIMINATION

The corporation shall not discriminate in providing services, hiring employees, or otherwise upon the basis of sex, race, creed, marital status, sexual orientation, religion, color, age, or national origin.

ARTICLE XII

BOOKS AND RECORDS

All books, records, and accounts of the corporation shall be open to inspection by the directors in the manner and to the extent required by law.

ARTICLE XIII

CHECKS AND DRAFTS

All checks, drafts, and other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the corporation shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board of directors.

ARTICLE XIV

CONTRACTS

The board of directors may, except as otherwise provided in these bylaws, authorize any officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Unless so authorized by the board of directors, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or for any amount.

ARTICLE XV

PARLIAMENTARY AUTHORITY

Where these by-laws are silent, the current edition of Robert's Rules of Order will speak.

Timber Sale Advisory Committee Bylaws

ARTICLE I

NAME. The name of the organization shall be the Timber Sale Advisory Committee (TSAC).

ARTICLE II

BOUNDARIES. The boundaries of the TSAC shall be the same as those established by Clackamas County. These boundaries take into account natural boundaries, commercial patterns, community organizations and historic factors.

ARTICLE III

PURPOSE. The purpose of the TSAC is to advise the County Forester, County Parks & Forest Manager and Board of County Commissioners on all matters pertaining to the sale of County Forest Program timber.

GOALS. The goals of the TSAC are as follows:

- a. To meet as needed to review the Amended Timber Sale Plan, to hear public comments, and make a recommendation regarding the proposed timber sale plan to the Board of County Commissioners.
- b. The Committee will render advice and recommendations to the Commissioners for their consideration on all matters submitted by the Commissioners.
- c. The Committee will initiate advice to the Commissioners based on Board member observations, review of the Timber Sale Plan and any subsequent amendments and public comment.
- d. The Committee will furnish advice and recommendations to the Commissioners, in writing, by memorandum signed by the Committee Chairperson or that person's designated alternate.

ARTICLE IV

MEMBERSHIP. TSAC shall consist of five (5) members appointed by the Board of County Commissioners.

- a. The members shall consist of:
 - a. Two (2) members of the Forest Advisory Board (FAB).
 - b. Two members of the Parks Advisory Board (PAB).
 - c. One member at large representing the local community.

- b. Membership shall not be limited by race, creed, color, sex, age, heritage, national origin or income. Membership will be granted upon signing the official membership register. All new members signing up will be required to show proof of eligibility.
- c. Members shall have an appointment term of four (4) years which shall expire on June 30. Members may seek reappointment for a maximum of two consecutive terms. Current members seeking a new term on the TSAC shall submit an application at least ninety (90) days prior to the expiration of their current term.

ARTICLE V

OFFICERS. The officers of the TSAC shall include the following:

- a. **Chairperson.** The Chairperson shall preside over all meetings of the Timber Sale Advisory Committee and shall co-sign for all authorized expenditures, appoint committee heads and have the responsibility of the performance of such duties as prescribed in these bylaws. The Chairperson shall act as an ex-officio member of all committees.
- b. **Vice-Chairperson:** The Vice-Chairperson shall aid the Chairperson and perform the duties of the Chairperson in his/her absence or disability. The Vice-Chairperson may also co-sign for authorized expenditures in the event the Chairperson or Treasurer is absent.
- c. **Secretary:** The Secretary shall keep accurate records of all meetings of the TSAC. The minutes shall be made available to any member or the public as required by the Oregon Public Records and Meetings Law. The Secretary shall handle all correspondence of the TSAC. The Secretary shall be responsible to maintain the membership registry required by these bylaws.

The TSAC shall provide the County Public and Government Affairs Department with a current list of officers.

SELECTION OF OFFICERS. The officers shall be selected by the TSAC membership by simple majority vote. Elections shall be annually as the first order of business at the first TSAC meeting of the fiscal year in July. The outgoing chair will conduct the election, and immediately following results, turn the meeting over to the newly elected chair.

TERM OF OFFICE. The term of office for all officers shall be one (1) year, however, the officer shall continue to serve until a successor is elected or appointed to that office.

VACANCIES. A vacancy occurs when an officer dies, resigns, is removed, or has more than three (3) unexcused absences from meetings during a calendar year. A vacancy shall be filled by appointment by the TSAC. The person appointed to fill the vacancy shall serve the remainder of the unexpired term and until a successor is elected or appointed to that office.

NOMINATING COMMITTEE. Nominating Committee shall be appointed by the Chairperson at least thirty (30) days prior to the annual meeting. This committee shall present its recommended list of candidates to the TSAC. If possible there shall be at least two (2) people nominated for each office. No person may be confirmed as a nominee without the permission of the nominated person.

ARTICLE VI

MEETINGS. Meetings of the TSAC shall be held in accordance with the Oregon Public Meetings Laws. Meetings will be held as required to review Draft or Amended Plans for proposed timber sales, or as directed by the Board of County Commissioners. Meetings shall be held no less than once per year for the purpose of an annual meeting to elect officers and such other business as deemed necessary.

The Chairperson may call special meetings at any time upon the request of two (2) of the officers of the TSAC. The time and location shall be determined by the Chairperson. Notice of all meetings shall be provided as required by ORS 192.640 of the Oregon Public Meetings Law. Minutes of all meetings shall be kept and shall be available for public inspection as required by ORS 192.650 of the Oregon Public Meetings Law. A copy of all meeting minutes shall be provided to the County Public and Government Relations Office.

QUORUM and VOTING. A quorum shall be present at a meeting in order for the TSAC to transact business. A quorum consists of a majority of the TSAC members, not just those present. A vacancy on the board does not affect the quorum requirements. The TSAC can take official action only with the affirmative vote of a majority of all members.

RECORDS. All records of the TSAC shall be subject to disclosure except as allowed by exemptions of the Oregon Public Records Law.

ARTICLE VII

HEARING PROCESS AND PROCEDURE. The principles of parliamentary rules of procedures such as Robert's Rules of Order shall govern proceedings at any meeting of the TSAC. The Chair shall be guided by these principles in deciding any procedural questions. The Chair's decision on procedural matters may be overruled by a majority of the members voting on the question. The TSAC may establish a more detailed hearing procedure to provide for an orderly process for holding a public hearing. All meetings shall comply with the Oregon Public Meetings Law.

ARTICLE VIII

COMMITTEES. The Chair may appoint special committees on issues or topics where a committee is deemed to be needed or appropriate.

ARTICLE IX

AMENDMENTS. Proposed amendments shall be submitted to the County Counsel for approval. Upon approval of the County Counsel, the proposed amendments shall be approved by the members of the TSAC. However, the amendments shall not be in effect until approved by the Board of County Commissioners and that approval has been communicated back to the Chairperson.

The amended bylaws shall supersede all previous bylaws and become the governing rules for the TSAC.

**CLACKAMAS COUNTY
TOURISM DEVELOPMENT COUNCIL**

**BYLAWS
Amended September, 2015**

**ARTICLE 1
Definitions**

1.1 Definitions:

In these Bylaws and in any procedures, policies or rules instituted by the Tourism Development Council of Clackamas County, Oregon, unless the context or the subject matter otherwise require, the following definitions apply:

1.1(a) "TDC" shall mean the Clackamas County, Oregon Tourism Development Council, as it is then comprised.

1.1 (b) "Ordinance" shall mean the Transient Room Tax ordinance as approved by the voters of Clackamas County Oregon on June 30, 1992 and as may thereafter be amended, restated or otherwise changed.

1.1 (c) "Chair" shall mean the person elected by the members of the TDC to serve as the chair of the TDC.

1.1 (d) "Vice-Chair" shall mean the person elected by the members to the TDC to serve as the vice-chair of the TDC.

1.1 (e) "Executive Committee" shall mean the TDC officers and one TDC member at large as selected by the Board.

1.1 (f) "Board of County Commissioners" shall mean the then constituted Board of County Commissioners for Clackamas County Oregon.

1.1 (g) "Member" shall mean any appointed member of the TDC.

1.1 (h) "Executive Director" shall mean the individual who serves as the head of staff and operations of the Tax Revenue Sharing authority as outlined in the Ordinance.

1.1 (i) "Policy of the TDC" or "Policy" shall mean those rules and procedures, which the TDC adopts as designated policy.

ARTICLE 2

Purpose of the TDC

- 2.1 Purpose. The Purpose of the TDC shall be to implement the directive of the Ordinance, which is as follows: to oversee the development and promotion of tourism and conventions in Clackamas County. Additionally, the TDC is to develop, adopt, and implement, subject to the Board of County Commissioners' approval, a Tourism Development and Promotion Master Plan.

ARTICLE 3

Responsibilities of the TDC

- 3.1 Responsibilities. The TDC is responsible for policy development, oversight and management of operations, and the expenditure of funds derived from the County Transient Room Tax as authorized in the Ordinance and in accordance with the Tourism Development and Promotion Master Plan.

ARTICLE 4

Members of the TDC

- 4.1 Members. The members shall be appointed and may be removed by the Board of County Commissioners. The TDC shall make recommendations for new TDC members to the Board of County Commissioners. The membership of the TDC shall be comprised of at least four representatives of the lodging industry.
- 4.2 Terms: Each TDC member is appointed to serve a three-year term; and may serve another consecutive three-year term. Members may also be appointed to fulfill the remaining term of another TDC member in addition to their full term. After at least one-year after completion of a full term (6 years), a former TDC member may be reappointed to serve on the TDC.
- 4.3 Resignation. Resignation occurs upon written notification to the TDC Chair and is effective upon receipt of said written notification. The TDC Chair shall notify the BCC of the resignation. Such notification may be delegated by the Chair to the Executive Director.
- 4.4 Vacancies. Vacancies on the TDC exist only after declared by the TDC and irrespective of how they arise, shall be filled by the Board of County Commissioners.
- 4.5 Rights of Members. All members shall have equal rights and privileges except as otherwise provided by these Bylaws or the Policies and

Procedures of the TDC. Members shall not represent nor speak for the TDC unless authorized by the Chair to do so.

- 4.6 Payments. The Members shall serve voluntarily and are not entitled to salary. The TDC may establish a reimbursement policy for necessary expenditures for the TDC.

ARTICLE 5

Officers of the TDC

- 5.1 Officers. The officers of the TDC shall be the Chair, Vice Chair and one other Board member as selected by the Board. Together these Officers serve as the Executive Committee.
- 5.2 Duties of the Executive Committee. The Executive Committee shall oversee matters related to the operations and management of the Ordinance, and shall have the authority to exercise the power of the TDC between meetings of the TDC provided that the action shall not be inconsistent with any action taken or any policy previously adopted by the TDC and shall report any actions taken by the Executive Committee to the Board at its next regularly scheduled meeting. The Executive Committee shall prepare policy in conjunction with the Executive Director for the Board to review and adopt as the Board sees fit. The Executive Committee will serve as the liaison to the Executive Director by providing counsel, feedback, and support including but not limited to facilitating annual reviews, reviewing compensation and benefits; advising on personnel matters; and reviewing and approving personnel policies as recommended by the Executive Director. The Executive Committee shall also oversee budget preparation, financial planning and propose a budget for the Board's approval that reflects the goals and priorities as set out in the Master Plan.
- 5.3 Duties of the Chair. The Chair shall preside at all meetings of the TDC and the Executive Committee. The Chair shall work with staff and approve the agenda for the meetings. The Chair shall perform such other duties as may be directed by the TDC.
- 5.4 Duties of the Vice Chair. In the absence of the Chair, the Vice Chair shall perform the duties of the Chair. The Vice Chair shall perform such duties as directed by the TDC.
- 5.5 Election of the Officers. The Chair, Vice Chair and Executive Committee Member-at-large shall be elected each year from the members by a majority vote of the members voting on the question. Election of officers

shall be held no later than the last regular meeting of the TDC of each fiscal year. Those elected shall take office at the first meeting of the new fiscal year and hold such office until a successor is elected, until their resignation or until they are removed from office. The Policies and Procedures of the TDC shall establish eligibility for officer positions.

- 5.6 Officer Vacancies. Any officer position that is vacant for any reason during a fiscal year may, but is not required, be filled by a majority vote of the TDC members. At the first regularly scheduled meeting after a vacancy occurs, the Chair shall announce the vacancy and TDC shall by a majority vote determine the procedure to be followed in filling the vacancy
- 5.7 Removal of Officers. Any officer of the TDC may be removed as an officer with or without cause by an affirmative vote of three-fourths of the TDC. In the event of a removal, the position shall be filled by the TDC at the same or a subsequent meeting, in accordance with Article 4.5 of the Bylaws.

ARTICLE 6

Committees

- 6.1 Creation and Appointment of Committees. The Executive Committee shall have the authority to create committees, give direction as to their scope of work, and to appoint and remove members from the Committees. Committee appointee terms shall be set upon the creation of the committee. If no term is set, then the appointees of the Committees shall serve until the project is completed, until they resign or until replaced by the Chair. Non-members may serve on any Committee but members shall always comprise a majority of the Committee. The use of the designation "Committee" is interchangeable with "Subcommittee".
- 6.2 Advisory Committees. The Executive Committee shall have the authority to create advisory committees, give direction as to their scope of work, and to appoint and remove members from advisory committees. Members of advisory committees are not required to be TDC Members. Advisory committees have no authority to act on behalf of or commit the TDC to any position or act.
- 6.3 Effect of Committees. The TDC retains the right to reject, amend or accept in full or in part, any recommendations, positions or suggestions of any Committee or Advisory Committee.

ARTICLE 7

MEETINGS OF THE TDC

- 7.1 Meetings. The TDC shall meet as necessary but not less than once per fiscal year quarter. Notice of each regular meeting shall be sent to the members together with the proposed agenda for that meeting. The agenda may change as matters arise. The Chair shall establish the regular meeting schedule of the TDC.
- 7.2 Quorum. A majority of the TDC shall constitute a quorum. If there is a vacancy in the TDC that is unfilled a quorum shall be a majority of the then constituted TDC.
- 7.3 Voting. All members are entitled to vote in person at a meeting, regular or special. There shall be no proxies allowed. Unless otherwise set forth herein or in the policies of the TDC, a majority vote of the members voting on the question shall be required to carry any matters submitted. A member who abstains from a vote shall be counted as present for purposes of the quorum but not counted as having voted on the question.
- 7.4 Special Meetings. Special meetings of the TDC shall be called upon the majority vote of the members or by the Chair as required.
- 7.5 Notice of Special Meetings. A notice of a special meeting shall state the time and place of such meeting and all members shall be notified not less than 7 days before such meeting unless the meeting is called on account of a matter deemed to be an emergency. In case of an emergency, a special meeting may be held upon not less than 48 hours notice to the members excluding holidays and weekends and in compliance with applicable Public Meeting Laws. The notice shall state the matters to be considered at the meeting and shall state whether the meeting is called by the Chair or by a majority of the TDC members.
- 7.6 Parliamentary Rules. The principles of parliamentary rules of procedure such as Robert's Rules of Order shall govern proceedings at any meeting of the TDC. The Chair shall be guided by these principles in deciding any procedural questions. The Chair's decisions on procedural matters may be overruled by a majority of the members voting on the question
- 7.7 Retained Powers of TDC. Notwithstanding any grants of authority to the Chair or any TDC member herein or in the Policies and Procedures, the TDC retains and has at all times the power to overrule the Chair by a majority vote of the members voting on the question except as the Bylaws provide otherwise. The Chair is not disqualified from voting on any

measure except as expressly otherwise provided herein or in the Policies and Procedures.

- 7.8 Attendance. Any member who misses three (3) regularly scheduled TDC meetings without excuse shall be subject to removal from the TDC. The procedure for warning and removal and the determination regarding excuses shall be set out in the Policies and Procedures but shall be subject to the Board of County Commissioners' final determination.

ARTICLE 8

Public Meetings and Records

- 8.1 Public Records. The records of the TDC are subject to inspection pursuant to the Oregon Public Records Law as now in force and hereafter amended (ORS 192.410 - 192.502).
- 8.2 Public Meetings. The Oregon Public Meetings Law as now in force and as hereafter amended (ORS 192.610 - 192.690) shall apply to all regular and special meetings of the TDC and its committees, including advisory committees.

ARTICLE 9

Amendment of the Bylaws and Policies and Procedures

- 9.1 Amendment. These Bylaws and the Policies and Procedures may be amended by an affirmative vote of at least five of the TDC members at any regular meeting, or at a special meeting of the TDC called for that purpose, subject to all other requirements of these Bylaws.

ARTICLE 10

Indemnity

- 10.1 Indemnification. Clackamas County shall indemnify the TDC members and officers and defend them for their acts and omissions occurring in the performance of their duties to the fullest extent permitted by ORS Chapter 30, as now in force and as may hereafter be amended. The right to and method and amount of defense and indemnification shall be determined in accordance with the provisions of ORS 30.285, any successor thereto or

any renumbered statute or other comparable law governing the indemnity of public agents in effect at the time of a claim.

WORKFORCE INVESTMENT COUNCIL OF CLACKAMAS COUNTY, INC.

An Oregon Public Benefit Corporation

BYLAWS

ARTICLE I.

Section 1: The Workforce Investment Council of Clackamas County, Inc. is an Oregon nonprofit corporation which does business as the "Clackamas Workforce Partnership" (CWP). Hereinafter, the Workforce Investment Council of Clackamas County, Inc. shall be referred to as the "CWP."

Section 2: The CWP was organized under Chapter 65 of the Oregon Revised Statutes, and was approved by Clackamas County Board of County Commissioners, (CCBCC).

Section 3: The CWP is established to implement workforce development programs including the Workforce Innovation and Opportunity Act, hereinafter referred to as WIOA, to represent Clackamas County in Oregon's workforce development system, and to act as a public benefit corporation operated in Oregon for educational and charitable purposes and for the promotion of social welfare in accord with sections 501(c)(3) of the Internal Revenue Code of 1954.

Nominations and appointments to the CWP Board of Directors shall be made in accordance with WIOA Section 107 and any additional State of Oregon or CCBCC requirements,

The CWP shall ensure that its board member actively participate in convening the workforce development system's stakeholders, brokering relationships with a diverse range of employers and leveraging support for workforce development activities.

Section 4: The primary area to be served by the CWP shall be Clackamas County, Oregon.

Section 5: The official office location and mailing address shall reside within Clackamas County.

ARTICLE II.

Purpose

The CWP's purpose shall include representing Clackamas County in Oregon's workforce development system, implementing WIOA and other workforce development programs, and to act as an Oregon public benefit corporation operated for educational and charitable purposes and for the promotion of social welfare in accord with sections 501(c)(3) of the Internal Revenue Code of 1954.

Subject to the foregoing purposes and the requirements of Code Section 501(c)(3), the CWP shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.

ARTICLE III.

CWP Membership

The CWP shall have no members or stockholders.

ARTICLE IV.

Board of Directors

- Section 1:** The affairs of the corporation shall be managed by its Board of Directors, which is the Clackamas County Workforce Development Board appointed in accordance with Article 1, Section 3 of these bylaws.
- Section 2:** The CWP Board of Directors shall serve at the pleasure of the Clackamas County Board of County Commissioners. The CWP Board of Directors are expected to attend all regularly scheduled meetings and shall not delegate their vote to any other individual. Any member who does not attend at least half of the regularly scheduled meetings during any fiscal year may forfeit the office upon review of the CWP Board of Directors. Any member of the Board of Directors may be suspended or expelled from membership on the Board of Directors upon affirmative vote of two-thirds (2/3) of the membership as a recommendation to the CCBCC. If a Director's employment status changes in his/her elected term, a written notification must be sent to the Board of Directors within 30 days of said change. The Director, under approval of the Board of Directors, has 120 days to requalify for a CWP Board position. Failure to requalify will result in removal from the CWP's Board of Directors. Nothing in these bylaws is intended to preclude the possibility of interested members being considered for reappointment after expiration of a term.
- Section 3:** Members of the Board of Directors shall be appointed for a three-year term, with a maximum of three terms with the intention that approximately one-third of the members terms expire each year.
- Section 4:** To the extent reasonably possible, the membership of the Board shall conform to the requirements of the federal Workforce Innovation and Opportunities Act of 2014 and shall reflect the diversity of the regional workforce.
- Section 5:** The Board of Directors shall have the power to create both standing and ad-hoc committees and task forces, the members and chairs of which shall be appointed by the Chair of the Board. The Committee Chairs shall be private-sector members of the Board and may have a co-chair from the public sector.
- Section 6:** If a board member resigns mid-term, a new member will be appointed by the CCBCC to fulfill the remainder of the term. A partial term does not count as a term when considering the three term maximum.
- Section 7:** In order to provide historical perspective, at the expiration of term limits, a retiring Board member may choose to continue service to the Board as a "Legacy Member", with approval by the Chair of the Board. Legacy Members may serve on committees, may vote at committee meetings, but would not be eligible to vote at Board of Director or Executive Committee meetings.

Section 8: After the expiration of the three-term limit, retired Board members may choose to reapply for an appointment to the Board after a 12 month break in service.

ARTICLE V.

Officers

Section 1: The CWP Board of Directors shall elect officers at the annual board meeting. The annual meeting is the first full Board meeting after the start of the program year.

Section 2: Officers of the Board of Directors of the corporation shall consist of a Chair, Vice Chair, Secretary, and Treasurer. The officers shall be representatives of the private sector. Such other officers as may be deemed necessary by the Board of Directors may be appointed from time to time.

Section 3: The elected officers and the immediate Past Chair of the Board of Directors, at least four (4) members of the Board, shall constitute the Executive Committee of the Board of Directors.

The Board of Directors may delegate to the Executive Committee or to the Chair alone such duties and responsibilities as may be deemed necessary from time to time to carry out CWP activities. The activities and decisions of the Executive Committee shall be regularly reported to the Board of Directors by the Chair, and the minutes of all Executive Committee meetings shall be provided to the Board.

The Board has the power to fill officer vacancies at any regular meetings and individuals so selected will serve until the annual meeting.

Section 4: The Chair is the Chief Executive Officer of the corporation and shall generally control and supervise all of the business and affairs of the CWP. The duties of the Chair shall be to preside at all meetings of the corporation, to appoint committees and their chairpersons as needed, and to generally perform all duties incident to the office of Chair.

Section 5: The duties of the Vice Chair shall be to perform the duties of the Chair in the absence of the Chair, and to perform such other duties and responsibilities as are set by the Board of Directors, or the Chair.

Section 6: The Secretary of the corporation shall be responsible for the maintenance of CWP records, to review all minutes of the meetings, and to perform such other duties assigned by the Board of Directors, or the Chair.

Section 7: The duties of the Treasurer shall be established by the Board of Directors, or the Chair, and shall generally include governance of all funds held in the name of and managed by the CWP, and reporting on the financial status of the corporation and the budget status of programs and services. Reporting will occur to the Board of Directors through the Executive Committee at full Board meetings.

Section 8: Documents to be signed by the corporation are binding when signed by the Chair and any one of the following officers: Vice Chair, Secretary or Treasurer, at the direction of the Board of Directors. The Board of Directors may approve such other signatories as may be necessary.

ARTICLE VI.

Meeting Procedure, Voting Rights, and Quorum

Section 1: Meeting Procedures:

- A. The corporation shall hold regular meetings as necessary, but no less than four (4) per program year, to conduct business at a time and place determined by the Chair.
- B. Notice of all meetings of the corporation shall be given at least seven (7) days previous thereto by communication mailed by first class mail, sent electronically, by facsimile, or delivered personally to each member.
- C. The corporation's committees shall meet at the call of the Chair or the chair of such committee.
- D. Minutes shall be kept of all meetings required by Public Meeting Law and shall be available at the offices of the Corporation for anyone who requests to see them.

Minutes of meetings of the Board of Directors and Executive Committee shall be reviewed and approved at the subsequent meeting of the corporation's Board of Directors or Executive Committee. Minutes of committee meetings shall be approved by the Chair or Acting Chair of the committee and mailed, e-mailed, or faxed to the Board Members and interested persons as appropriate or as may be requested.

- E. Special meetings of the corporation may be called at any time by the Chair or by a petition signed by not less than 25% of the members of the Board of Directors, setting forth therein the reason for calling such meeting.
- F. The public shall be informed of meetings as prescribed by law. Board and/or committee meetings may be closed to the public and declared in executive session in accordance with Oregon's public meetings law when topics involving personnel or other exempt subjects are to be discussed.
- G. Participation in meetings may be by telephone, video conference, or any means of communication by which all participants may simultaneously hear each other, provided the notice of such a meeting shall state that the person may participate in such a fashion and describe how any person may notify the appropriate individual of the person's desire to be included in the meeting. A person participating in such a meeting is deemed to be present in person at such meeting. No proxies or alternates may vote at CWP meetings.

Section 2: Voting rights:

- A. The Chair will be entitled to a vote on all issues.
- B. Each member of the Board of Directors may cast one vote on any question.

- C. When an issue presents either an actual or a potential conflict of interest (as defined by Federal or State regulation or by the CWP's Code of Conduct) for a member of the Board of Directors, said member shall disclose the conflict of interest, and shall abstain from discussions and voting on said issue. Such disclosure and abstention shall be noted in the minutes, and shall be in accordance with ORS 244.120, as revised from time to time.
- D. Members of the Board of Directors shall act with his/her legal duties of care and loyalty and with the ethical standards and willingness to disclose any wrongful acts in accordance with the whistleblowing policy adopted by the Board of Directors.

Section 3: Quorum:

A motion shall be passed by a majority of Board members voting at a regular or special meeting at which a quorum is present. A quorum shall consist of the majority of the current members of the Board. Board meetings may be held in which one or more or all members participating in the meeting are not present in person, but can communicate by electronic communication. Electronic participation in such meeting shall constitute presence in person at the meeting.

ARTICLE VII.

General Provisions

Section 1: When parliamentary procedures are not covered by these Bylaws, Robert's Rules of Order Revised, shall prevail.

Section 2: Meetings of the corporation or any of its committees shall be open to the public. The corporation and its committees shall operate within the applicable State and Federal laws.

Section 3: Participation in meetings shall be limited to members of the Board of Directors with the following exceptions:

- A. Regularly scheduled agenda items that call for reports or participation by non-members;
- B. At the discretion of the Chair, comment or other participation by non-members which is relevant or material to the matter under consideration before the group. All CWP meetings shall allow opportunity for public comment.
- C. The attorney or the accountant for the corporation.

Section 4: Nothing in these Bylaws shall be construed to take precedence over Federal, State or local laws.

Section 5: Reimbursement of members of the Board of Directors or of other persons as approved by the Board of Directors for necessary travel expenses incurred in the performance of their duties shall be as authorized by the Board of Directors and noted in the meeting minutes.

Section 6: The Chair of the corporation and staff shall be responsible for preparing and distributing the agenda and minutes of meetings. Items not included in the agenda may be submitted to the corporate staff until 5:00 p.m. on the day before a meeting is scheduled so as to be included in a supplemental agenda packet to be distributed at the meeting.

Section 7: The accounting year for the corporation shall be July 1 through June 30.

ARTICLE VIII.

Indemnification

Section 1: Indemnification of Directors. Unless otherwise provided in the articles of incorporation, the corporation shall indemnify any individual made a party to a proceeding because the individual is or was a director of the corporation, against liability incurred in the proceeding, but only if the corporation has authorized the payment in accordance with ORS 65.404 and a determination has been made in accordance with the procedures set forth in ORS 65.404 that the director met the standards of conduct in Sections 1.1-1.2.

1.1 Standard of Conduct. The individual shall demonstrate that:

(1) The individual conducted himself or herself in good faith; and

(2) The individual reasonably believed that the individual's conduct was in the best interests of the corporation, or at least not opposed to its best interests; and

(3) In the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful.

1.2 No Indemnification Permitted in Certain Circumstances. The corporation shall not indemnify a director under this Section 1:

(1) In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or

(2) In connection with any other proceeding charging improper personal benefit to the director, whether or not involving action in the director's official capacity, in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

1.3 Mandatory Indemnification. In addition, unless limited by the articles of incorporation, the corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because of being a director of the corporation against reasonable expenses incurred by the director in connection with the proceeding.

Section 2: Advance for Expenses of Directors. Unless otherwise provided in the articles of incorporation, the corporation may pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding, if:

(1) The director furnishes the corporation a written affirmation of the director's good faith belief that the director has met the standard of conduct described in Section 1;

(2) The director furnishes the corporation a written undertaking, executed personally or on the director's behalf, to repay the advance if it is ultimately determined that the director did not meet the standard of conduct described in Section 1 (which undertaking must be an unlimited general obligation of the director but need not be secured and may be accepted without reference to financial ability to make repayment); and

(3) A determination is made that the facts then known to those making the determination would not preclude indemnification under Section 1 or ORS 65.387-65.414.

Section 3: Indemnification of Officers, Agents, and Employees Who Are Not Directors. Unless otherwise provided in the articles of incorporation, the board of directors may indemnify and advance expenses to any officer, employee, or agent of the corporation, who is not a director of the corporation, to any extent consistent with public policy, as determined by the general or specific action of the board of directors.

Section 4: The Board of Directors have the power to purchase and maintain such fidelity and bond insurance on such officers, directors, staff and on behalf of others to the extent that power to do so has been or may be granted by statute and give other indemnification to the extent not prohibited by statute. Other business and liability insurance as may be deemed prudent may be acquired by the corporation, it being understood that the Oregon Department of Justice has issued an opinion stating that Workforce Investment Boards are, as the case may be, either an agent of the state, an agent of local government, or an instrumentality of local government and within the protections of the Oregon Tort Claims Act. Under that Act, any action taken within the scope of a volunteer board member's duties which results in a tort claim may be taken only against the public body -- not the individual. If the public body is found liable, the amount of damage payable is limited by statute.

ARTICLE IV.

Staff, Agents, Consultant, and Professional Services

Section 1: The corporation may employ staff necessary to carry out the functions and purposes of the corporation. The corporation may appoint an administrator, coordinator, or executive director to be responsible for the selection, general management and supervision of all staff within the confines of the budget as approved by the Board of Directors. That person shall act for the Chair, as delegated, in the day-to-day operation of the corporation.

Section 2: Persons or firms other than officers or directors of the corporation may, from time to time, be engaged or employed to assist the corporation in carrying out its programs and purposes. Any such employment must be by action of the Board of Directors upon terms and conditions, such as appearance at monthly Board meetings to give progress reports, and including payment for services set forth by the Board of Directors.

ARTICLE X.

Contracts, Loans, Checks, Deposits

- Section 1:** The Board of Directors may authorize an officer or agent to enter into any contract, or execute or deliver any instrument, except instruments or documents relating to loans, in the name of and in behalf of the corporation. Such authority may be general or limited to specific instances.
- Section 2:** No loans shall be contracted on behalf of the corporation, and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and signed by the Chair and Secretary of the corporation. Such authority may be *general or limited* to specific instances.
- Section 3:** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer, the Administrator, Coordinator, or Executive Director of the corporation, or designated agent, and in such a manner as shall from time to time be determined by resolution of the Board of Directors.
- Section 4:** The corporation is specifically authorized to establish checking and savings accounts necessary to the transaction of corporate business. All funds of the corporation not otherwise employed shall be deposited from time to time in the name of the corporation in such banks, trust companies or other depositories as the Board of Directors may designate.

ARTICLE XII.

Amendments to Bylaws

These bylaws may be amended or repealed by an affirmative vote of the majority of the current membership of the Board of Directors.

The membership shall be provided notice of the meeting at least seven (7) days in advance. The notice shall specify or summarize the bylaws changes, amendments or repeals to be made at such meeting.

The executive committee shall make the determination regarding "specify" or "summarize" for purposes of notification.

Bylaws are subject to review and approval by the CCBCC.

	A	B	C	D	E	F	G	H
1	Committee	Bylaws Date	Quorum	Seats	Term Length	Term Limit (Optional)	Roberts Rules	Notes GREEN = Compliant, YELLOW= 1 or 2 missing items, RED=3 or more missing tiems
2	Aging Services Advisory Council	1/24/2013	Yes	21	3	2	Yes	
3	Board of Property Tax Appeals	8/9/2007	Yes	3	1		Statutory	9/9/15:Liaison said they have never seen bylaws. I forwarded what we had. Sherry Hall called regarding a couple requirements. She said they follow the IRS rules. She said she would call Gary S. As of 10/12, she has not called Gary S. Only item missing is the mention of Roberts Rules
4	CCSD #1 Budget Committee	8/20/2007	No	5	3		Statutory	
5	CCSD #1 Riverhealth Advisory Board	5/21/2009	Yes				Collegial	
6	CCSD #5 Budget Committee	5/22/2014	Yes	5	3	2	Yes	
7	Clackamas County Arts Alliance Advisory Council	Revised 9/2015	Yes	maximum 14 7 (Two seats for citizens)	3 (2 okay)	2 consecutive	Yes	Received updated bylaws 9/2015
8	Clackamas County Audit Committee	3/20/2014	No		2		Yes	
9	Clackamas County Budget Committee	8/10/2007	No	5	3		Statutory	
10	Clackamas County Fair Board	8/10/2007	Yes	3 to 7		May reapply at end of term	Yes	
11	Clackamas County Vector Control District Board of Trustees	12/2/2013	Yes	5	4		No	Will meet again in November, open recruitment right now with closes 11/16 and they have roberts rules 11th edition in office. Told her to contact Gary to let him know the status and cc me.
12	Clackamas County Veterans Advisory Council	2/27/2014	Yes	15	2	3	Yes	
13	Clackamas County Community Health Council	3/27/2013	Yes	9 to 25	3	2	Yes	
14	Clackamas County Community Action Board	12/1/2008	Yes	9 minimum	3		Yes	
15	Compensation Board for Elected Officials	8/9/2007	No	3 to 5			Statutory	Heather asked Chris S. about it again on Monday 10/5 . He still needs to go over it. Heather sent draft to Chris Storey on Oct. 1. It has the required info. Just need to hear back from her. Heather Pedersen said she would take a look and get back to me. 9/1/15. Original email sent 6/29/15
16	County Library District Budget Committee	9/30/2015	Yes	5, plus 5 Commissioners	3		Oregon Budget Law ORS 294	
17	County Parks Advisory Board	10/5/2015	Yes	9 members, 3 alternates	4		Yes	
18	Design Review Committee	5/1/2015	Yes	7	NO		Yes	Term length needs to be mentioned in bylaws.
19	Development Agency Budget Committee	2/24/2014	Yes	5	1		Yes	
20	Developmental Disabilities Council	6/27/2011	Yes	7 to 12 (or 18)	3	2	No	
21	Diversity Leadership Council	5/27/2014	Yes	19	3		Yes	
22	Economic Development Commission	3/1/2011	Yes	25	3	2	Yes	

	A	B	C	D	E	F	G	H
23	Emergency Medical Services Council	10/28/2008	Yes	11	3	2	No	
24	Enhanced Law Enforcement District Budget Committee	8/20/2007	No	5	3		Statutory	
25	Enhanced Law Enforcement District Citizen Advisory Committee	5/5/2014	Yes	11	3		No	
26	Forest Advisory Board	10/5/2015	Yes	5 members, 2 alternates	2 or 3		Yes	
27	Historic Review Board	9/10/2015	Yes	7	4		Yes	
28	Housing Advisory Board	7/28/2014	Yes	11	2	3	Yes	
29	Library Board of Trustees - Oak Lodge Library	10/13/2015	Yes	5	4	2	Yes	
30	Library District Advisory Committee of Clackamas County	IGA 7/1/2009 Rec'd bylaws 9/1/15	Yes	Nominee per library (currently 11)	no exp date		Yes	
31	Public Safety Coordinating Council	10/22/1998	Yes	14 (all professional or elected except for 1 citizen)	None		Yes	
32	Mental Health and Addictions Council	9/28/2010	Yes	9 to 21		3	2	Yes
33	NCPRD Milwaukie Center/Community Advisory Board	3/1/2009	Yes	12		3	2	Yes
34	NCPRD Advisory Board	9/12/2015	Yes	9		4		Yes Final review on 10/14/15. Don't anticipate any changes.
35	NCPRD Budget Committee	9/30/2015	Yes	5, plus 5 Commissioners		3	No term limits	Oregon Budget Law ORS 294
36	OSU Extension 4H Budget							Sent another email asking about bylaws. Are they even an ABC? Sent template of bylaws to Mike Bondi 7/6/15
37	Pedestrian-Bikeway Advisory Committee	11/27/2013	No	6 to 10		3		Yes Next meeting is November 10 per Lori, will go over bylaws then. 9/28/15: Talked to Lori, she is sending to Nate Boderman in County Counsel today. Once he goes over it, it will be voted on 11/10/15. She will let me know what Nate says about the bylaws in the meantime.
38	Planning Commission	3/1/2012	Yes		4 years, but needs to be 9 in bylaws			Yes Darcy Renhard: I have highlighted the areas in our Bylaws that address #4 below. As far as the term durations, those are set by ORS 215.030(1) "The county planning commission shall consist of five, seven or nine members appointed by the governing body for four-year terms, or until their respective successors are appointed and qualified; provided that in the first instance the terms of the initial members shall be staggered for one, two, three and four years". This is specifically indicated in ARTICLE I, Section 1, paragraph A of our Bylaws. Please let me know if this has to be literally called out in our Bylaws, or if this is actually sufficient.

	A	B	C	D	E	F	G	H
39	Regional Arts & Cultural Council	11/18/2009	Yes	min 17, max 26	2	3 (directors)	Yes	Asked to have all members sent over, not just the 2 from Clack. County
40	Solid Waste Commission	11/28/2000	Yes	7	4		Yes	He said they follow Roberts Rules. I said it needs to be mentioned in bylaws.
41	SWMACC Budget Committee	4/26/2007	No	5	3		Statutory	Do not call
42	SWMACC Lower Tualatin Basin Citizen Advisory Committee							Have not met in 2 years. DO NOT CALL
43	Timber Sale Advisory Committee	10/5/2015	Yes	5	4		Yes	
44	Tourism Development Council	9/1/2015	Yes	4	3	2	Yes	
45	Traffic Safety Commission							working on - Nate Boderman. Barbara forwarded to me 10/6/15..
46	Tri-City Advisory Board							process of revising bylaws DO NOT CALL Under Review per liaison.
47	Tri-City Service District Budget Committee							DO NOT CALL
48	Waste Water Treatment Capacity Advisory Committee	Dec-09						sent email to liaison to have updated. BCC does not approve recruitments. DO NOT CALL Bylaws under review. PGA not responsible for this committee.
49	Clackamas Workforce Partnership (Workforce Investment Council)	Jun-15	Yes		3	3 terms		BCC APPROVED already. Sent email - couple questions on bylaws to clarify