

Boring CPO Bylaws - June 2011

ARTICLE I

Section 1. NAME. The name of the organization shall be the Boring Community Planning Organization. (Referred to herein as the BCPO).

ARTICLE II

Section 1. BOUNDARIES. The boundaries of the BCPO shall be the same as those established by Clackamas County. A map defining those boundaries is attached hereto as Exhibit "A" and incorporated into these bylaws by this reference. These boundaries take into account natural boundaries, commercial patterns, community organizations and historic factors.

ARTICLE III

Section 1. PURPOSE. The purpose of the BCPO is to serve the residents within the boundaries of the BCPO in matters concerning community development, land use and community issues in general.

Section 2. GOALS. The goals of the BCPO are as follows:

- a. Involve area residents in the land use and community planning processes, as required by Oregon's Statewide Planning Goal 1: Citizen Involvement.
- b. Provide a line of communication between area residents and the Board of County Commissioners, the Planning Commission and other public bodies through meetings, notices, email, and local newspapers.
- c. Act as an advisory body to the Board of County Commissioners, the Planning Commission and the Planning Division on matters affecting areas within the boundaries of the BCPO.
- d. Assist Clackamas County with fulfilling the citizen involvement goals provided for in the Clackamas County Comprehensive Plan.

- e. Develop planning proposals with respect to land use, zoning, parks, water resources, open space and recreation, annexation, housing, community facilities, transportation and traffic, community services, and other factors affecting the livability of the area within the boundaries of the BCPO.
- f. Protect the character of the area by maintaining a vigilant posture to sustain a safe, healthful, and pleasant quality of life, while balancing the individual rights of property owners.
- g. Take such action as necessary by speaking out as a nonpartisan group in support of the BCPO's goals.
- h. Be fully responsive to the comprehensive needs of the area and to take action as may be necessary in support of its goals.

ARTICLE IV

Section 1. MEMBERSHIP. Membership in the BCPO shall be open to anyone who is a resident, a property owner, or a designated representative of a business, corporation, or trust within the BCPO boundary. 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/attendance register. All new members signing up will be required to show proof of eligibility. Participation is by individual initiative rather than by governmental invitation. The BCPO is participatory rather than appointive.

Section 2. VOTING. To vote in any election or on any item, a member must:

- a. Comply with the membership qualifications;
- b. Be of legal voting age;
- c. Have signed in at the current meeting prior to calling of a vote, and also been present and signed in for at least two (2) BCPO meetings in the previous twelve (12) months.
- d. Action of the BCPO shall be by a majority vote of voting membership present at any regular or special meeting for which proper public notice is given and at

which a quorum is present. The vote of each member shall be recorded by name unless more than 25 members vote, and even then by request. The results of the voting shall be reported numerically and become part of the minutes. In cases where response deadlines preclude action at a regular or special meeting, the BCPO may delegate responsibility for taking action to the Board on behalf of the BCPO. Any action taken by the board shall be reported at the next public meeting with proper notice.

- e. Board members who are directly affected financially by a vote must declare this in advance and may abstain from voting, per ORS 244.120 and 244.130.
- f. The Chair will be excluded from all votes and will be the deciding vote in the event of a deadlock.

ARTICLE V

Section 1. OFFICERS/BOARD. The officers of the BCPO shall include the following:

- a. Chairperson
- b. Vice-Chairperson
- c. Secretary
- d. Treasurer
- e. Three (3) directors

The BCPO shall provide Clackamas County Public and Government Relations Office with a current list of officers.

Section 2. SELECTION OF OFFICERS. The first election shall be held at the first meeting of the BCPO. After the first election, the election of officers of the BCPO shall be held in conjunction with the annual meeting in September. Members shall assume their duties at the close of the annual meeting. All voting 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.

a. Conflict of Interest: The Boring Community Planning Organization is committed to prohibiting any conflict of interest by its Board or committee members. The Oregon Revised Statutes (ORS), 244.120, 244.130, and 244.135, will be the foundation for any decisions concerning conflicts of interest by or within the Boring CPO.

Section 3. TERM OF OFFICE. The term of office for all officers shall be two years from the date of election. Terms for the office of chairperson, treasurer, and one (1) director will alternate yearly with the offices of vice-chairperson, secretary, and 2 directors. Thus replacing only half the board in any one election cycle.

Section 4. VACANCIES. A vacancy occurs when an officer dies, resigns, is no longer eligible or has more than two (2) unexcused absences from meetings within one (1) year.

A vacancy shall be filled by appointment by the Chairperson with approval of a majority vote of the Board. The person appointed to fill the vacancy shall serve the remainder of the unexpired term.

Section 5. NOMINATING COMMITTEE. A Nominating Committee shall be appointed by the Chairperson at least sixty (60) days prior to the annual meeting. This committee shall present its recommended list of candidates at least thirty (30) days prior to the annual meeting. Nominations may also be made from the floor. No person may be confirmed as a nominee without the permission in person or via written notification of the nominated person. After all nominations are confirmed and accepted, an election will be held at the annual meeting.

Section 6. DUTIES OF THE OFFICERS. The duties of each officer is as follows:

- a. Chairperson: The Chairperson shall
 1. preside over all meetings of the BCPO;
 2. co-sign for all authorized expenditures;

3. appoint committee heads;
 4. act as an ex-officio member of all committees;
 5. the Chairperson or an appointed member will represent the BCPO at Land Use hearings and other meetings as deemed necessary by the membership.
 6. direct the activities of all committees and see to it that the BCPO actions are carried out.
 7. have the responsibility of the performance of such duties as prescribed in these bylaws.
- b. Vice-Chairperson: The Vice-Chairperson shall
1. aid the Chairperson and perform the duties of the Chairperson in his/her absence or disability;
 2. co-sign for authorized expenditures in the event the Chairperson or Treasurer is absent.
 3. in the vacancy of the Chair, the vice-chair will assume the Chair position.
 4. act as an ex-officio member of all committees.
- c. Secretary: The Secretary shall
1. keep accurate records of all meetings of the BCPO;
 2. make such records available to any member or the public as required by the Oregon Public Records and Meetings Law;
 3. forward a copy of approved minutes to the Office of Public and Government Relations of Clackamas County;
 4. handle all correspondence of the BCPO;
 5. be responsible to maintain the membership registry required by these bylaws;
 6. post BCPO meeting notices in local newspapers.
- d. Treasurer: The Treasurer shall

1. maintain an accurate record of all income and expenses of the BCPO;
 2. co-sign authorized expenditures;
 3. maintain a bank account, if applicable, and present a statement of account at every meeting;
 4. make available any records to any member or the public as required by the Oregon Public Records Law.
 5. present a monthly written report to the membership.
- e. Directors: The directors shall represent the BCPO Board on committees.

ARTICLE VI

Section 1. MEETINGS. Meetings of the BCPO shall be held in accordance with the Oregon Public Meetings Laws. Meetings shall be held no less than once per month, with the annual meeting being held once per year in September for the purpose of electing officers and such other business as deemed necessary. The Chairperson may call special meetings at any time with proper notice, upon the request of two (2) of the officers or any five (5) voting members of the BCPO. The time and location shall be determined by the BCPO. 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.

Section 2. QUORUM. A quorum consists of ten (10) voting members of the BCPO, of which at least four (4) are members of the BCPO Board of Directors. A quorum shall be present at a meeting in order for the BCPO to transact business.

Section 3. RECORDS. All records of the BCPO shall be subject to disclosure except as allowed by exemptions of the Oregon Public Records Law.

Section 4. FINANCES. All expenditures over \$200 will be approved by the members in attendance.

ARTICLE VII

Section 1. MEETING 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 BCPO. 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 simple majority of the members voting on the question. The BCPO 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

Section 1. COMMITTEES. The BCPO may create committees as required to promote the purposes and objectives of the BCPO. A chairperson for each committee shall be selected by the BCPO Chairperson and subject to approval by a majority of the the Board.

Section 2. The chairperson of any committee shall present a report to the BCPO Board. No committee recommendations shall be undertaken without the majority approval of the BCPO Board. Committees shall report all actions and results or progress to the membership of the BCPO at the regularly scheduled BCPO meeting.

Section 3. Application Review Committee. The BCPO shall establish an Application Review Committee with a minimum of three (3) members. All BCPO members may participate on this committee by request to the Chairperson.

- a. The purpose of the Application Review Committee is to review and provide recommendations on all land use applications to the BCPO.
- b. In the event that a land use application hearing falls between regularly scheduled BCPO meetings and a full membership vote is not possible, the BCPO membership grants the power to vote on such applications to the Application

Review Committee. Passage of a vote will occur when a simple majority of the entire committee occurs.

ARTICLE IX

Section 1. DISSOLUTION. The BCPO shall be considered inactive if it fails to meet the requirements of these bylaws for three (3) consecutive months. An inactive BCPO shall be dissolved and will no longer be recognized by the Board of County Commissioners. Should the BCPO be dissolved, disbursement of the BCPO's funds, if any, shall be to a non-profit organization, preferably within the BCPO area. This organization shall be selected by the BCPO membership in attendance at the final meeting. Funds provided to the BCPO by the County shall be returned to the County upon dissolution of the BCPO.

ARTICLE X

Section 1. AMENDMENTS. These bylaws may be amended. Proposed amendments shall be submitted to the County Counsel for approval. Upon approval by the County Counsel, the proposed amendments shall be approved by the members of the BCPO.

However, the amendments shall not be in effect until approved by the Board of County Commissioners and approved as to form by County Counsel 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 BCPO.

ARTICLE XI

Section 1. SEVERABILITY

Invalidity or unenforceability of one or more provisions of these bylaws shall not affect any other provision of these bylaws.

Date Adopted: 17 June 2011

Public Meeting statutes referenced in the bylaws:

192.640 Public notice required; special notice for executive sessions, special or emergency meetings. (1) The governing body of a public body shall provide for and give public notice, reasonably calculated to give actual notice to interested persons including news media which have requested notice, of the time and place for holding regular meetings. The notice shall also include a list of the principal subjects anticipated to be considered at the meeting, but this requirement shall not limit the ability of a governing body to consider additional subjects.

(2) If an executive session only will be held, the notice shall be given to the members of the governing body, to the general public and to news media which have requested notice, stating the specific provision of law authorizing the executive session.

(3) No special meeting shall be held without at least 24 hours' notice to the members of the governing body, the news media which have requested notice and the general public. In case of an actual emergency, a meeting may be held upon such notice as is appropriate to the circumstances, but the minutes for such a meeting shall describe the emergency justifying less than 24 hours' notice. [1973 c.172 fl4; 1979 c.644 fl3; 1981 c.182 fl1]

192.650 Recording or written minutes required; content; fees. (1) The governing body of a public body shall provide for the sound, video or digital recording or the taking of written minutes of all its meetings. Neither a full transcript nor a full recording of the meeting is required, except as otherwise provided by law, but the written minutes or recording must give a true reflection of the matters discussed at the meeting and the views of the participants. All minutes or recordings shall be available to the public within a reasonable time after the meeting, and shall include at least the following information:

- a. All members of the governing body present;
- b. All motions, proposals, resolutions, orders, ordinances and measures proposed and their disposition;

- c. The results of all votes and, except for public bodies consisting of more than 25 members unless requested by a member of that body, the vote of each member by name;
- d. The substance of any discussion on any matter; and
- e. Subject to ORS 192.410 to 192.505 relating to public records, a reference to any document discussed at the meeting.

(2) Minutes of executive sessions shall be kept in accordance with subsection (1) of this section. However, the minutes of a hearing held under ORS 332.061 shall contain only the material not excluded under ORS 332.061 (2). Instead of written minutes, a record of any executive session may be kept in the form of a sound or video tape or digital recording, which need not be transcribed unless otherwise provided by law. If the disclosure of certain material is inconsistent with the purpose for which a meeting under ORS 192.660 is authorized to be held, that material may be excluded from disclosure. However, excluded materials are authorized to be examined privately by a court in any legal action and the court shall determine their admissibility.

(3) A reference in minutes or a recording to a document discussed at a meeting of a governing body of a public body does not affect the status of the document under ORS 192.410 to 192.505.

(4) A public body may charge a person a fee under ORS 192.440 for the preparation of a transcript from a recording. [1973 c.172 fl5; 1975 c.664 fl1; 1979 c.644 fl4; 1999 c.59 fl44; 2003 c.803 fl14]

METHOD OF HANDLING ACTUAL OR POTENTIAL CONFLICTS

244.120 Methods of handling conflicts; generally; application to elected officials or members of boards. (1) Except as provided in subsection (2) of this section, when met with an actual or potential conflict of interest, a public official shall: (a) If the public official is a member of the Legislative Assembly, announce publicly, pursuant to rules of the house of which the public official is a member, the nature of the conflict before taking any action thereon in the capacity of a public official. (b) If the public official is a

judge, remove the judge from the case giving rise to the conflict or advise the parties of the nature of the conflict. (c) If the public official is any other appointed official subject to this chapter, notify in writing the person who appointed the public official to office of the nature of the conflict, and request that the appointing authority dispose of the matter giving rise to the conflict. Upon receipt of the request, the appointing authority shall designate within a reasonable time an alternate to dispose of the matter, or shall direct the official to dispose of the matter in a manner specified by the appointing authority.

(2) An elected public official, other than a member of the Legislative Assembly, or an appointed public official serving on a board or commission, shall: (a) When met with a potential conflict of interest, announce publicly the nature of the potential conflict prior to taking any action thereon in the capacity of a public official; or (b) When met with an actual conflict of interest, announce publicly the nature of the actual conflict and: (A) Except as provided in subparagraph (B) of this paragraph, refrain from participating as a public official in any discussion or debate on the issue out of which the actual conflict arises or from voting on the issue. (B) If any public official's vote is necessary to meet a requirement of a minimum number of votes to take official action, be eligible to vote, but not to participate as a public official in any discussion or debate on the issue out of which the actual conflict arises. (3) Nothing in subsection (1) or (2) of this section requires any public official to announce a conflict of interest more than once on the occasion which the matter out of which the conflict arises is discussed or debated. (4) Nothing in this section authorizes a public official to vote if the official is otherwise prohibited from doing so. [1974 c.72 f110; 1975 c.543 f17; 1987 c.566 f115; 1993 c.743 f115]

244.130 Recording of notice of conflict; effect of failure to disclose conflict; rules.

(1) When a public official gives notice of an actual or potential conflict of interest, the actual or potential conflict shall be recorded in the official records of the public body, and a notice of the actual or potential conflict and how it was disposed of may in the discretion of the public body be provided the Oregon Government Standards and

Practices Commission within a reasonable period of time. The commission may by rule establish criteria for cases in which such information shall, shall not, or may be provided to it. (2) No decision or action of any public official or any board or commission on which the public official serves or agency by which the public official is employed shall be voided by any court solely by reason of the failure of the public official to disclose an actual or potential conflict of interest. [1974 c.72 fl11; 1975 c.543 fl8; 1993 c.743 fl16]

244.135 Method of handling conflicts by planning commission members. (1) A member of a city or county planning commission shall not participate in any commission proceeding or action in which any of the following has a direct or substantial financial interest: (a) The member or the spouse, brother, sister, child, parent, father-in-law, mother-in-law of the member; (b) Any business in which the member is then serving or has served within the previous two years; or (c) Any business with which the member is negotiating for or has an arrangement or understanding concerning prospective partnership or employment. (2) Any actual or potential interest shall be disclosed at the meeting of the commission where the action is being taken. [Formerly 215.035 and 227.035]