



MEMORANDUM

TO: Columbia River Gorge Commission

FROM: Jeff Litwak, Legal Counsel

DATE: November 12, 2019

SUBJECT: Revision to Bylaws Relating to Voting Procedure for Officer Positions

Summary of Action

Each November, the Commission votes to elect officers—the Chair and Vice Chair. The Commission’s rules for electing officers are in article III, section 2 of the Commission’s bylaws. Additionally, article VI of the Commission’s bylaws specifies that the Commission’s uses Roberts Rules of Order for parliamentary procedure. During the past several years, Commissioner Nichols has made a motion to suspend the procedure in Roberts Rules of Order for electing officers to create a fairer process for electing officers. The Commission has always approved those motions.

At the Executive Committee’s October 29, 2019 meeting, the Executive Committee suggested revising the Commission’s bylaws to reflect the Commission’s practice so that annual motions to suspend Roberts Rules of Order would no longer be necessary.

Article IX of the Commission’s bylaws requires a two-thirds majority of a quorum of the currently appointed Commissioners present. If all commissioners attend the November 12, 2019 Commission meeting, a vote of eight commissioners is necessary to revise the Bylaws.

Summary of Revision

Roberts Rules of Order requires that candidates for officer positions are voted on in the order in which they were nominated and that as soon as one of the nominees receives the required majority, the Chair declares that person elected, and no votes are taken on remaining nominees.

Every year for the past several years ago, Commissioner Nichols has pointed out that the Roberts Rules of Order process benefits the first person nominated and thus every year he moves to suspend these voting provisions in Roberts Rules and to have a vote on all nominations at the same time. Thus, if there are two or more nominations, each Commissioner would vote his or her preference by name.

Attached are the Commission's bylaws with the proposed language change (see page 2 of the bylaws). Commissioner Nichols has reviewed this language and agrees that it accomplishes the procedure change that he has sought each year. If the Commission approves this revision to the bylaws, the Commission can use this new procedure for voting on officers at this meeting and will no longer need a motion to suspend Roberts Rules of Order.

This revision does not change the requirement in the Act (and bylaws) that requires a majority of commissioners appointed from each state must vote in favor of a nominee to elect that nominee to an officer position.

COLUMBIA RIVER GORGE COMMISSION
Bylaws

As Amended Through November 12, 2019

Article I. **The Commission**

Section 1. The business and property of the Columbia River Gorge Commission shall be managed by Commission members who shall be appointed pursuant to the Columbia River Gorge National Scenic Area Act (PL 99-663), Chapter 499, Washington Laws 1987 and Chapter 14, Oregon Law 1987 as the same may be hereafter amended.

Section 2. All Appointments shall be conveyed to the Executive Director at the Commission offices, who shall maintain a roster of Commissioners.

Section 3. Commissioners shall serve their appointed terms and shall continue to serve until their successors have been appointed as provided by their appointing authorities.

Article II. **Meetings of the Commission**

Section 1. Meetings of the Commission, both regular and special, may be held at the Commission office, or at any other place within the Columbia River Gorge National Scenic Area. The Commission may meet outside the National Scenic Area when there is significant business involving a portion of the National Scenic Area where there is no practical meeting location within the National Scenic Area; however, the Commission shall not meet outside of the six counties that comprise the National Scenic Area. The Commission shall meet on such dates, and at such hours and places as the Commission may provide, and in all circumstances in accordance with the open meetings regulations adopted by the Commission. A majority of the currently-appointed Commissioners shall constitute a quorum for the transaction of business, except for matters requiring special majorities pursuant to P.L. 99-663.

Section 2. Special meetings may be called at any time by the Chair or by the Vice-chair in the Chair's absence; or by a majority of the members of the Commission.

Persons authorized by this paragraph to call special meetings of the Commission may fix any reasonable time and place for such meetings, in accordance with the open meetings regulations adopted by the Commission.

Notice of special meetings of the Commission shall be given at least 24 hours in advance by mail, telephone, email, or personnel delivery of the notice to each Commissioner at his or her place or business or residence. In emergency situations, meetings shall be called in accordance with emergency provisions of the open meetings regulations adopted by the Commission.

Section 3. Whenever any notice is required to be given to any Commissioner, a waiver thereof, signed, shall be deemed the equivalent of giving of notice. Attendance at a meeting shall also constitute a waiver of notice of such meeting except where a Commissioner attends for the stated purpose of objecting to the transaction of business because the meeting is improperly called or convened.

Section 4. Each Commission member, with the exception of the representative of the Secretary of Agriculture, shall have one vote on matters coming before the Commission. Voting shall be by each member in person, or by telephone pursuant to the open meetings regulations adopted by the Commission. Unless otherwise required by P.L. 99-663, the Commission's rules, or these bylaws, all matters coming before the Commission shall be decided by a simple majority vote of a quorum of currently-appointed Commissioners. In the event of a tie, the proposal fails and the Commission may, but shall not be required to, deliberate to a majority, or continue the matter to a future meeting. In no case shall vote by proxy be allowed.

Section 5. In accordance with Chapter 499, Washington Laws 1987 and Chapter 14, Oregon Laws 1987, each Commissioner is eligible to receive compensation or per diem for each day during which the Commissioner attends an official meeting of the Commission or performs statutorily prescribed duties approved by the Chair. Expenses of the Commissioners shall be paid in accordance with RCW 43.03.050 and 43.020.060, or ORS 292.495.

Section 6. Commission members shall exercise interest in the agenda through requesting items for consideration for the agenda, which shall be communicated to the Executive Director or Commission Chair. Such items shall be reasonably scheduled for the earliest appropriate regular Commission meeting. Emergency or urgent requests shall be considered for the next regular Commission meeting whenever possible.

Article III. Officers

Section 1. The officers of the Commission shall be a Chair and Vice-chair and others as may be deemed necessary.

Section 2. The Chair and Vice-chair and any officers as may be deemed necessary shall be elected by the Commission by a majority vote of the members appointed from each state. The terms of such officers, unless terminated earlier, shall expire on December 31 of each year, but shall be extended automatically until the next regular or special meeting at which officer elections are held. In the event a new Chair or Vice-chair is not elected, the Commission may hold elections over to the next regular or special meeting, or continue balloting as many times as necessary to obtain the majority for a single candidate. Nominations for officer positions do not require a "second." The Commission shall take all nominations for each officer position and vote on all nominations for each officer position at the same time (this procedure modifies Roberts Rules of Order, which requires voting on each nomination individually in the order in which the nominations were made).

Section 3. Officers of the Commission shall serve no more than 2 consecutive terms in each position; however, the Commission may suspend this limit when voting for officers of the Commission.

Any officer appointed or elected by the Commission may be removed by a majority vote of the members appointed from each state.

Section 4. Duties of Officers.

Chair: The Chair shall: preside at all Commission meetings; appoint chairs and other members of committees and task forces subject to the advice and consent of the Commission; have the authority between meetings of the Commission to refer to the proper committee or Executive Director any matter needing attention; sign contracts or other instruments that the Commission has authorized to be executed, except when the signing and execution thereof have been expressly required by law to be otherwise signed or executed by some other officer in some other manner; and perform other duties specified in the Commission's rules, these bylaws, or as deemed proper and desirable by the Commission.

In carrying out these duties, the Chair shall communicate with the Executive Director and members of the Commission.

Vice-chair: In the absence or disability of the Chair, the Vice-chair shall perform the duties of the Chair. When so acting, the Vice-chair shall have all the powers and be subject to all the restrictions upon the Chair. The Vice-chair shall perform such other duties from time to time as may be assigned by the Chair or Commission.

The Chair or Vice-chair shall be ex-officio members of all committees and task forces, unless specifically appointed to serve on a committee, or if the number of the members of the committee, including the Chair and Vice-chair, would constitute a majority of the currently-appointed Commissioners.

During the temporary absence of the Chair or Vice-chair, the Chair of the Rules Committee shall perform the duties of the Chair. In the absence of the Chair of the Rules Committee, the Commission may select a temporary Chair to preside at meetings and carry out the other duties of the Chair, except that any Commissioner is authorized to act on motions and orders for quasi-judicial actions that require immediate attention.

Section 5. There shall be an Executive Director. That individual shall have general executive control of management and operations within the budget and work plans established by the Commission. In the execution of these policies and duties, the Executive Director shall report to the Chair and the members of the Commission.

The Executive Director shall: (1) have direction of events and projects related to management and operations; (2) in accordance with the Commission's personnel policies,

retain employees of the Commission or discharge them, direct their work, and fix compensation and other terms of employment for such employees, except that the Executive Director shall consult with the Commission prior to personnel decisions that would have a significant budget impact, such as creating a new position; (3) have charge of all files and records and shall direct the publicity and general correspondence; (4) make report to the Commission covering the activities of the Commission and make recommendations from time to time; (5) sign contracts or other instruments related to management, operations and such other documents as may be delegated by the Commission; (6) make decisions concerning the initiation, handling, and conclusion of litigation involving the Commission, provided that the Executive Director shall report to the Commission prior to initiating or concluding litigation, or report at the next meeting if prior reporting would not be feasible; and (7) perform all the duties incidental as may be assigned by the Chair and the Commission.

The Executive Director shall have responsibility for assuring that proper minutes of all Commission meetings be prepared and transmitted to Commission members. All motions, the names of those proposing the motions and the resulting votes shall be set forth. The task of recording, transcribing and transmitting the minutes and maintaining the minute book shall be performed by the Executive Director. Notice of meetings shall be given as required by law.

In the absence of an Executive Director, the Chair, with the advice of the Commission, may appoint a member of the Commission's staff to act as Executive Director for a specified length of time, or may assume some of the responsibilities of the Executive Director.

Article IV. Commissioners

Section 1. Each member is expected to actively participate in the business of the Commission. Members of the Commission shall communicate with the Executive Director to request staff assistance for carrying out the business of the Commission. This requirement is intended to facilitate members and staff working in concert to accomplish the business of the Commission.

Section 2. Each member is expected to actively participate in and attend the meetings of the Commission. If unable to attend a regular meeting, a member shall contact the Chair or Executive Director to notify of his/her inability to attend. Notice of inability to attend shall be given at 24 hours in advance of the meeting unless circumstances dictate otherwise. The Chair shall record attendance and approve excused absences of members at each meeting.

Section 3. The Commission shall defend and indemnify members of the Commission to the fullest extent allowed by law for claims arising from the conduct of the Commission's business. The Commission may seek reimbursement for its costs of defense and indemnification if a member has knowingly engaged in unlawful action.

Section 4. The representative of the Secretary of Agriculture shall be counted when determining if a quorum for Commission meetings exists.

Article V. Committees

Section 1. The Chair of the Commission, subject to ratification by the Commission at the next meeting, may establish one or more committees. Committees shall have only the authority to study and make recommendations with respect to the subject matter assigned to them, and to report to the Commission unless otherwise directed by the Commission.

Section 2. Committees may meet at such times and with such frequency as the members in their sole discretion may deem desirable or necessary. All committee meetings must be called by the committee chair, and notice of such meetings shall be given in accordance with the open meeting regulations adopted by the Commission. All Commission members shall be given notice of all committee meetings, including notice of meetings of committees of which they are not members.

Article VI. Parliamentary Authority

Roberts Rules of Order, Newly Revised shall serve as parliamentary authority for procedures not covered by the bylaws and rules.

Article VII. Fiscal Year

The fiscal year of the Commission shall be July 1 through June 30.

Article VIII. Open Meetings, Records and Disclosure

Section 1. All meetings and records shall be open to the public, subject to the necessity for occasional executive sessions of meetings, in accordance with regulations of the Commission. Meetings will be conducted in accordance with the provisions of these bylaws and the meeting regulations adopted by the Commission.

Section 2. If any Commission member shall have any immediate or potential financial interest or other interest which would or could influence any decision or action in any matter coming before the Commission or requiring official action, then full disclosure of the nature of that interest shall be made publicly at a meeting. In accordance with the rules of the Commission, the Commission shall either not vote on such matter or vote after no objection has been stated.

Article IX. Amendment of Bylaws

Section 1. These bylaws may be amended at any regular or special meeting by a two-thirds majority vote of a quorum of the currently-appointed Commissioners present,

provided that a copy of such proposed amendment or amendments shall be sent to each Commission member at least 24 hours prior to the date thereof.