

**CITY OF PORTLAND, OREGON
PORTLAND TRANSPORTATION BOARD**

BY-LAWS

Adopted Month XX, 2005

1. PURPOSE OF PORTLAND TRANSPORTATION BOARD.

1.1 City Code Section 3.XX.010.

“The Portland Transportation Board is hereby established, for the following purposes:

- to ensure that the vision and recommendations of the Portland Office of Transportation Strategic Plan and the City of Portland Transportation Systems Plan are at the forefront of discussions about transportation issues, in all areas of the city;
- to advocate on a city and regional basis to ensure that transportation issues and condition of transportation facilities are advanced in city and regional planning and design;
- to provide continuity when transitions occur in the leadership of the Portland Office of Transportation and on the City Council; and
- to provide a forum for public discussion and decision-making about transportation issues, bringing a city-wide and long-term perspective to neighborhood-based issues.”

2. DEFINITIONS.

2.1 City Code Section 3.XX.020.

“As used in this Chapter, unless the context requires otherwise, the following definitions apply:

- A. ‘Board’ means the Portland Transportation Board.
- B. ‘Bureau’ or ‘PDOT’ means the Portland Office of Transportation, or whatever agency is given responsibility for the City’s transportation system.
- C. ‘Commissioner’ means the Commissioner in Charge of PDOT.
- D. ‘Council’ means the City Council of the City of Portland, Oregon.
- E. ‘Director’ means the Director of the Portland Office of Transportation, or the Bureau head, however designated.”

2.2 Board By-Laws for City Code Section 3.XX.020.

Unless the context requires otherwise, the phrases “streets,” “roads,” and “rights-of-way,” used either collectively or singly in City Code Sections 3.XX.010 through 3.XX.060 and these By-Laws shall be interpreted to refer to the complete spectrum of neighborhood, community, city, regional and state transportation facilities that are publicly-owned or dedicated to public use and either located within the city of Portland or owned or managed by the City of Portland.

3. MEMBERS AND TERMS.

3.1 City Code Section 3.XX.030.

A. Voting Members.

“The Portland Transportation Board shall consist of a minimum of nine (9) and a maximum of thirteen (13) voting members appointed by the Mayor in consultation with the Commissioner-in-Charge of Transportation, and confirmed by the Council. Members shall serve without compensation for terms of three years. No member shall be appointed to more than two full consecutive terms. A member appointed initially to a term of less than three years may thereafter be re-appointed to two consecutive three-year terms. A member otherwise may be re-appointed after at least one full year following completion of the member’s two consecutive terms. The initial appointments shall be staggered in order to provide for a proportional turnover of terms each year. Members shall be appointed who demonstrate a commitment to Portland Transportation and to the mission of the Board. Members are expected to bring a system-wide perspective to the Board, and shall not represent individual districts or areas of the City. However, the membership of the Board shall strive to reflect the demographic and geographic diversity of the City, as well as the variety of needs addressed by the transportation system.”

B. Ex Officio Members.

“The Board may, at its discretion, appoint such ex officio members as, in the judgment of the Board, will assist it in carrying out its functions. Such ex officio members shall be appointed in a manner to be determined by the Board. Ex officio members shall not have the right to vote. Ex officio members shall not be subject to the term limitations of Subsection A of this Section, but the Board may, by rule or regulation, provide for terms and other conditions of service of ex officio members as it may deem necessary or desirable.”

3.2 Board By-Laws for City Code Section 3.XX.030.

- A.** At the Board’s last meeting in June each year, the Board’s Nominating Committee established pursuant to section 4.2 shall propose, for consideration by the Commissioner-in-Charge and Mayor, nominees to fill vacancies on the Board that will occur at the end of the current Board year. In the event of mid-term vacancies on the Board, the Nominating Committee shall propose in a timely manner, for consideration by the Commissioner-in-Charge and Mayor, nominees to fill such vacancies. The Nominating Committee shall establish procedures for identifying potential nominees.
- B.** Unless determined otherwise by the Mayor and Council, the terms of members of the Board shall commence on September 1 in the year of appointment and shall end on August 31 in the year of expiration. As used in these By-Laws, the term “Board year” shall mean September 1 through August 31.
- C.** Before the end of March each year, the Board’s Nominating Committee established pursuant to section 4.2 shall begin considering the need for appointment of ex officio members of the Board for the following Board year and nominees to serve as such ex officio members. In the event of mid-term vacancies of ex officio members of the Board, the Nominating Committee shall

consider in a timely manner the need for filling the vacancies and nominees to fill such vacancies. At its first regular meeting in September each year, and otherwise when necessary to fill vacancies, the Board shall appoint or reappoint those ex officio members, if any, that it determines should serve as members of the Board for that Board year or the remaining portion thereof. In appointing or reappointing ex officio members, the Board shall consider but shall not be bound by the nominations of the Nominating Committee. The Nominating Committee shall establish procedures for identifying potential nominees for ex officio membership. Ex officio members shall serve for terms of one year. No ex officio member shall be appointed to more than two full consecutive terms. An ex officio member appointed initially to a term of less than one year may thereafter be re-appointed to two consecutive one-year terms. An ex officio member otherwise may be re-appointed after at least one full year following completion of the ex officio member's two consecutive terms.

- D.** Notwithstanding the restrictions in Section 3.2.C above, the Director of the Office of Transportation and the Commissioner-in-Charge of Transportation shall serve as ex officio members of the Board so long as they remain in those positions. In the case of a vacancy in the position of Director, an Acting Director may serve in the Director's place. In the case where there is no Commissioner-in-Charge, the Mayor shall serve in the Commissioner-in-Charge's place.
- E.** Board members shall attend all Board meetings unless reasonable cause exists for absences. Whenever reasonably possible, Board members shall notify the Board Chair in advance of an impending absence and the reason therefor. The minutes of each Board meeting shall indicate absences. Upon three absences by a member during a Board year, the Board Chair shall consult with the member and when appropriate, in the Board Chair's judgment, shall inform the member in writing that another absence may result in the member's removal from the Board. Upon four absences by a member during a Board year, the Board Chair after consultation with the Board may, and upon an affirmative vote of the Board shall, recommend to the Commissioner and Mayor that the member be removed from the Board. This Paragraph shall also apply to ex officio members of the Board, except that upon four absences the Board Chair may recommend to the Board that the ex officio member be removed from the Board. Ex officio members may be removed by the Board pursuant to this paragraph upon recommendation of the Board Chair or acting on its own volition.
- F.** Board members and ex officio members shall declare any direct or indirect monetary or financial conflict of interest in a matter before the Board before commenting on or, in the case of regular members, voting on the matter at a Board meeting. A member with any such direct conflict of interest shall not vote on the matter. The minutes of Board meetings shall indicate any conflicts of interest so declared.
- G.** Board members and ex officio members shall conduct themselves during Board meetings in conformance with these By-Laws and with such decorum and civility as to facilitate rather than inhibit well-reasoned, policy-focused Board decision-making. Board members and ex officio members otherwise shall conduct themselves at all times and in all places in such a manner as to not bring public discredit upon the Board or the City.
- H.** Upon substantial or repeated violation of paragraph E or F of this Section by a Board member, the Board Chair shall notify the member in writing that an additional such violation may result in the member's removal from the Board. Upon an additional such violation, the Board Chair shall

recommend to the Commissioner-in-Charge and Mayor that the member be removed from the Board. This Paragraph shall also apply to ex officio members, except that upon an additional violation the Board Chair shall recommend to the Board that the ex officio member be removed from the Board. Ex officio members may be removed by the Board pursuant to this paragraph upon recommendation of the Board Chair or acting on its own volition.

- I. The Board Chair shall notify the Commissioner-in-Charge and Mayor of any resignations or requests for a leave of absence received from Board members or ex officio members.

4. ORGANIZATION AND MEETINGS.

4.1 City Code Section 3.XX.040.

“The Board shall adopt such rules of procedure as it deems necessary to the conduct of its duties. The Board shall elect each year a Chair and such other officers as the Board may from time to time establish. The Board shall meet at least quarterly, and may meet more often. The Board Chair, in consultation with the Commissioner and the Director, shall set the agenda for Board meetings.”

4.2 Board By-Laws for City Code Section 3.XX.040.

A. Board Meetings.

- A.1 Regular meetings of the Board shall be held at least monthly unless the Chair determines otherwise. The Chair, in consultation with the Commissioner and Director, shall establish the date(s), time(s), and location(s) of regular meetings. Special or emergency meetings may be called by the Chair or any four voting members of the Board.
- A.2 A majority of the voting members of the Board shall constitute a quorum for the conduct of Board business. The act of a majority of those voting members present at a Board meeting at which a quorum is present shall be an act of the Board.
- A.3 A minimum of seven days’ written notice shall be provided to Board members of any regular or special meeting, provided that this requirement may be suspended with respect to a special meeting by vote of the Board pursuant to paragraph A.2 at the special meeting. For purposes of this paragraph, “written” shall mean hardcopy, telecopy, or email.
- A.4 At the discretion of the Board Chair and upon the request of any member of the Board in attendance as to any particular meeting, meetings of the Board shall be conducted in accordance with *Robert's Rules of Order, Newly Revised*.
- A.5 The Board shall comply with ORS Ch 192 providing for public records and meetings. The Board shall formally approve the final minutes for each Board meeting.
- A.6 Except when expediency requires otherwise, matters before the Board shall not be acted upon at the first meeting at which they are considered. The Board Chair, subject to veto by the Board, shall declare that an expediency exists for purposes of this paragraph.

- A.7** Except when expediency requires otherwise, the agenda and documents for distribution and consideration at a meeting of the Board shall be distributed to Board members no less than one week prior to the meeting. The Board Chair, subject to veto by the Board, shall declare that an expediency exists for purposes of this paragraph.
- A.8** Individual Board members may attend, participate in, and vote during regular or special Board meetings by telephone or other two-way electronic means of communication. Board members may not vote by proxy. When expediency requires, Board votes may be taken by means of telephone conference, email, or other two-way electronic means of communication, provided that no such vote shall be official unless a quorum of the Board votes and a majority of those voting approves the action taken. The Board Chair, subject to veto by the Board, shall declare that an expediency exists for purposes of this paragraph.
- A.9** The Board may develop and adopt procedures for taking testimony and conducting public hearings on matters before the Board. Such procedures generally shall facilitate testimony and public hearing comment from those representing various viewpoints on the matter before the Board.
- B. Board Officers.**
- B.1** At a Board meeting in June each year, the Chair shall appoint a Board Officer's Nominating Committee to nominate a slate of officers for the subsequent Board year. The Board Officer's Nominating Committee shall be comprised of no fewer than three voting members of the Board. No member of the Board Officer's Nominating Committee may be nominated by that Committee. At its first regular meeting in September each year, the Board shall elect a Chair, Vice Chair, and Second Vice Chair from amongst the Board's voting members to serve as the Board's officers for a term comprising the following Board year. In electing its officers, the Board shall consider but shall not be bound by the nominations of the Board Officer's Nominating Committee. No officer shall be elected to more than two consecutive terms. An officer elected initially to a term of less than one year may thereafter be re-elected to two consecutive terms. An officer otherwise may be re-elected after at least one full year following completion of the officer's two consecutive terms.
- B.2** The Board Chair shall preside at all meetings of the Board; provided that the Vice Chair shall do so in the absence of the Chair, that the Second Vice Chair shall do so in the absence of the Chair and Vice Chair, and that a voting member elected by the Board shall do so in the absence of the Chair, Vice Chair, and Second Vice Chair. In the event the Board Chair position becomes vacant, the Vice Chair shall become Chair for the remainder of the Board Chair's term, the Second Vice Chair shall become the Vice Chair for the remainder of the Vice Chair's term, and the Board shall appoint a voting member to serve as Second Vice Chair for the remainder of the Second Vice Chair's term. Vacancies in the Vice Chair or Second Vice Chair positions shall be filled in like manner. Any officer of the Board may be removed from office by a two-thirds vote of the membership of the Board.
- B.3** In addition to the duties and powers set out elsewhere in these By-Laws, the Board Chair shall be the official and public spokesperson of the Board; provided that the Chair may designate another voting member of the Board to act as the official and public spokesperson of the Board as to a specified topic or issue. In no event shall the official and public spokesperson of the Board represent a policy position or vote as being that of the Board unless the Board has formally

approved such policy position or has formally taken such vote. The Board Chair may execute documents or correspondence on behalf of the Board, provided that the requirements of this paragraph are not violated.

B.4 The Vice Chair shall exercise the duties and powers of the Chair in the absence or incapacity of the Chair, the Second Vice Chair shall do so in the absence or incapacity of the Chair and Vice Chair, and a voting member elected by the Board shall do so in the absence or incapacity of the Chair, Vice Chair, and Second Vice Chair.

B.5 Before the end of March each year, and otherwise as necessary to fill vacancies, the Board Chair shall appoint a Nominating Committee. The Nominating Committee shall be comprised of no fewer than three voting members of the Board and, as ex officio members of the Committee, the Commissioner or his or her representative and the Director or his or her representative. The Board Chair may also appoint other persons who are not members of the Board to serve as non-voting members of the Nominating Committee. In appointing the Nominating Committee, the Board Chair shall appoint the Committee chair. All appointments by the Board Chair pursuant to this paragraph B.5 shall be confirmed by the Board. The Nominating Committee shall propose nominees for membership on the Board in a timely manner, consistent with paragraph 3.2 of these By-Laws.

C. Board Committees.

C.1 The Board Chair, or the Board, may establish standing or ad hoc committees of the Board in addition to those committees specifically referenced in these By-Laws. In establishing such committees, the Board Chair, or the Board, shall name the committee chair and shall provide a written charge to the committee setting out the committee's purposes and objectives and time lines for achieving them.

C.2 At a regular meeting of the Board each September, the Board Chair shall review with the Board the existing standing and ad hoc committees of the Board. Such reviews shall address the status of the committees' work, the need for their continuation, and whether any changes should be made to their charges, time lines, chairmanships, or memberships.

D. Amendment of Board By-Laws.

D.1 These By-Laws may be amended by majority vote of the Board membership. Written notice of proposed amendment of these By-Laws must be given at least 30 days prior to the vote on the amendment; provided this 30-day notice period may be suspended upon an affirmative vote of two-thirds of the Board membership.

5. DUTIES.

5.1 City Code Section 3.XX.050.

“The Board shall:

- A.** Advise the Council, the Commissioner-in-Charge, and the Director on policy matters pertaining to Portland Transportation, using the PDOT Strategic Plan as its guide.
- B.** Advise the Council, the Commissioner-in-Charge, and the Director on the preparation and contents of the annual PDOT budget request.
- C.** Review plans and policies, either existing or being developed, by other City of Portland bureaus, boards and commissions or by other government agencies, that affect transportation in the City of Portland, and advocate for the advancement of transportation facilities and services in City and regional planning and design.
- D.** Engage in such public outreach, education and advocacy, to the extent permitted by law, as the Board determines necessary or advisable in order to provide a forum for public discussion and decision-making about transportation issues.
- E.** Prepare and submit to the Council an annual report which shall summarize the Board’s activities during the year and which shall identify the major issues facing PDOT and the Board’s recommendations for addressing them in the coming year.”

5.2 Board By-Laws for City Code Section 3.XX.050.

In performing its duties, the Board shall:

- A.** Focus on furthering the implementation of the guiding principles, vision, and goals of the *PDOT Strategic Plan*, and include in its annual report an assessment of the status of the implementation of the *PDOT Strategic Plan*.
- B.** Review PDOT’s Capital Improvement Program Plan, Financial Forecast, Requested Budget, and related Bureau and Council decision-making, and provide advice and comment regarding the extent to which such plans and decision-making further the implementation of the *PDOT Strategic Plan*.
- C.** Encourage partnering of the Bureau and the City of Portland with public and private agencies, organizations, and other entities with respect to implementation of the *PDOT Strategic Plan*.
- D.** Serve as a forum for the identification and advocacy of means of achieving the *PDOT Strategic Plan* that are used successfully elsewhere or are otherwise innovative.
- F.** Prepare its annual report to the Council by August each year and submit during Fall of each year.

6. STAFF LIAISON AND SUPPORT.

6.1 City Code Section 3.XX.060.

“The Director shall be the staff liaison to the Board, and shall, to the extent budgeted funds are available therefor, provide the Board with staff assistance necessary to the discharge of its duties.”

6.2 Board By-Laws for City Code Section 3.XX.060.

- A.** The Director or his or her alternate shall be invited to attend and participate in meetings of the Board, unless the Board votes otherwise.
- B.** Bureau staff and consultants shall be invited to attend and participate in meetings of the Board, at the discretion of the Board Chair in collaboration with the Director.
- C.** The Board Chair through the Director shall seek administrative support for the Board from Bureau staff, with respect to: securing Board meeting space; notifying Board members of meetings; distributing Board meeting agendas, minutes, and other documents; preparing, amending, and maintaining a permanent record of Board minutes, correspondence, and members' terms of office; and otherwise assisting the Board Chair, other Board officers, Board committees, and Board members with the administrative aspects of their Board duties and activities.
- D.** The Board Chair shall encourage the Director to timely bring to the Board for its information, consideration, and comment all major Bureau policy initiatives, issues, and decisions that are within the duties of the Board to address.
- E.** Board members shall comply with the Director's guidance and requirements with respect to Board contact with Bureau personnel regarding Board or Bureau business.