
APPENDIX



Tillamook County Performance Partnership Bylaws

(Adopted November 24, 1998---Revised October 27, 1999)

ARTICLE I - GENERAL

Section 1 - Name

The Performance Partnership shall be known as the Tillamook County Performance Partnership.

Section 2 - Organization

The Tillamook County Performance Partnership is organized as a consortium of federal, state, county, city, special district, non-profit, business and citizen members as hereinafter set forth. No partnership at law or other legal relationship is intended to be or is hereby created. For purposes of contract the consortium shall act through a fiscal agent, hereby designated as Tillamook County at 201 Laurel Avenue, Tillamook, Oregon 97141.
(<http://www.co.tillamook.or.us>)

Section 3 - Purpose and Objective

A. The purpose of the Tillamook County Performance Partnership (hereinafter "Partnership") is to provide a dynamic, results driven mechanism that will build relationships to facilitate coordinated environmental restoration and economic development.

B. Objectives of the Partnership include:

- Prioritize ecosystem problems and projects to address them throughout the county
- Find funding and coordinate existing funding streams to accomplish projects
- Implement projects
- Monitor and evaluate projects
- Transfer information (GIS)
- Implement the Tillamook Bay National Estuary Project (NEP) Comprehensive Conservation Management Plan (CCMP)

ARTICLE II - MEMBERSHIP

Section 1 - Members

A. The Partnership membership shall be constituted under a body known as the Council. The Council shall consist of the members as set forth in this section:

- (1) Four (4) Citizens of Tillamook County
- (2) Dairy Industry
- (3) Commercial Fishing Industry & Salmon & Trout Enhancement Program (STEP)

- (4) Commercial Shellfishing Industry
- (5) Representatives of Environmental Interest Groups
- (6) Each Port Commission (3)
- (7) Coastal Representative
- (8) Economic Development Council of Tillamook County
- (9) Tillamook County Commissioner and additional designee
- (10) Tillamook County Department of Community Development
- (11) Tillamook County Health Department
- (12) Tillamook County Public Works Department
- (13) Oregon Department of Agriculture
- (14) Oregon Department of Environmental Quality
- (15) Oregon Department of Fish & Wildlife
- (16) Oregon Department of Forestry
- (17) Oregon Department of Land Conservation and Development (Coastal Program)
- (18) Oregon Division of State Lands
- (19) Oregon Department of Transportation
- (20) U.S. Environmental Protection Agency
- (21) Natural Resource Conservation Service
- (22) Oregon State University Extension
- (23) Each Watershed Council (4)
- (24) Private Timber Interests
- (25) Soil and Water Conservation District
- (26) Each City within Tillamook County (7)
- (27) Local K-12 Representative or The Tillamook Education Consortium
- (28) Tillamook Bay Community College
- (29) Tillamook County Emergency Management
- (30) Oregon Emergency Management
- (31) Federal Emergency Management Agency
- (32) Tribal Governments
- (33) Northwest Oregon Resource Conservation & Development Council
- (34) Tillamook County Flood Control Group
- (35) US Forest Service
- (36) Bureau of Land Management
- (37) Oregon State Police
- (38) US Fish & Wildlife Service
- (39) US Army Corps of Engineers
- (40) US Coast Guard
- (41) Private Business Interests
- (42) Each Special District
- (43) National Marine Fisheries Service
- (44) Oregon Water Resources Department
- (45) USDA Farm Service Agency
- (46) Tillamook County Creamery Association

B. For membership described in this section as A(1), A(2), A(3), A(4), and A(5), persons willing to serve as delegates for those positions shall submit a written request to the Council. Approval of such delegates shall be by consensus of the Council. For all other members described in this section, the member organization shall designate its delegate and an alternate.

Section 2 - New Members

- A. Any person, government entity, association, corporation, partnership or estate having a stakeholder interest in the objectives of the Partnership, but not specifically designated by name in Section 1 of this article, is eligible to apply for membership to the Council.
- B. Applications for membership shall be in writing signed by the applicant. Approval of new members shall be by consensus of the Council.

Section 3 - Duties and Authority

- A. Develop consensus for coordinated solutions and projects for ecosystem restoration.
- B. Design and recommend to the Partnership, multi-agency/landowner projects.
- C. Prepare and monitor project budgets with a view towards consolidating funding streams and leveraging new funds.
- D. Form task forces for project implementation/administration.
- E. Coordinate multi-agency information transfer and real time reporting of outcomes.
- F. Annually elect four (4) representatives to serve on the Executive Board.
- G. Provide oversight and support for task force activities.
- H. Every two years, or as appropriate, initiate a review of the goals, priorities, and actions of the CCMP and, if needed, make recommendations for revision to the Executive Board.

Section 4 - Termination (Resignation and Delinquency)

Any member may resign from the Council upon written or oral request to the President or Vice President of the Council.

Section 5 - Term of Office

Council members shall serve for the duration of the Partnership. If a delegate or its alternate misses three consecutive meetings, the President shall request that the member organization designate a new delegate to the Council. In the case of constituent members described in Section 1 as A(1), A(2), A(3), A(4), A(5), A(24), A(27) or other subsequently added constituent membership, the delegate absent for three consecutive meetings may be replaced at the Council's discretion. If an appointed delegate of the Council leaves their position with the entity they represented at the time of designation, or for some other reason becomes unable or unwilling to serve, the member organization will designate a replacement delegate for the Council.

Section 6 - Officers

- A. The President and Vice President of the Council will be elected by a majority vote of the members present at a regularly scheduled Council meeting. In the absence of the President, the Vice President will serve as Chair for that meeting. In the absence of the President and Vice President, the other members present will select a President for that meeting only.
- B. The Council will select its President and Vice President on an annual basis at the first regular meeting after the beginning of each program year. The existing officers are eligible for selection.
- C. The President shall appoint Task Force Leaders when Task Forces are formed.

ARTICLE III - COUNCIL MEETINGS

Section 1 - Meeting Procedures

A. Meetings shall be conducted in a manner consistent with the Oregon Public Meetings Law (ORS 192.610 to 192.690).

B. Except as defined in Articles II(3)(F), II(6)(A), and VII, the Council is committed to operate with a consensus decision process. In the event a consensus decision cannot be obtained, the President will institute a majority vote of the members present.

Section 2 - Frequency

The Council will meet at least quarterly, or more often as necessary, as called by the President.

Section 3 - Quorum

A quorum of the Council shall consist of the members present.

Section 4 - Alternates

Members of the Council are expected to attend all regular meetings. However, recognizing that schedule conflicts may arise, each member shall designate an alternate. Alternates must be designated in writing and have full authority to act or vote (if needed) on any issue at the meeting.

Section 5 - Public Notice and Participation

Meetings of the Council are open to the public. Reasonable public notice of meeting time, location, and list of topics to be considered (as known at the time of the notice) shall be provided to interested persons including the media and individuals on the mailing list.

Section 6 - Staff Participation

The Partnership Director, or a designated staff member, is expected to attend all regular meetings of the Council.

Section 7 - Recording Attendance

Staff will insure that attendance by Council members and members of the public is recorded at each meeting.

Section 8 - Agenda

The agenda for each meeting will be developed by the Partnership Director in consultation with the President. Council members should submit agenda items to the Partnership Director one month in advance of the scheduled meeting. The agenda and supporting materials should be distributed two weeks prior to the scheduled meeting to each member and to members of the public or media who have requested them from the Partnership Director. The agenda shall include a public comment period.

Section 9 - Meeting Minutes

A. Minutes of all meetings will be taken by the Partnership Director or designated staff. The minutes will include the following information:

- (1) Council members and members of the public present;
- (2) Motions, proposals, and measures proposed and their disposition;
- (3) The substance of any discussion on any matter;
- (4) A reference to any document discussed at the meeting.

B. Meeting minutes will be distributed within two weeks following the meeting to the council members, alternates, and others on a minutes list maintained by the Partnership Director, and will be available to the public. Materials distributed at the meeting shall be provided as attachments to the minutes upon request.

C. Corrections to the minutes may be discussed and approved at the next meeting of the Council.

ARTICLE IV - EXECUTIVE BOARD

Section 1 - Duties and Authority

There is hereby established an Executive Board to provide overall policy guidance for the Partnership. The Executive Board is charged with the following functions:

- A. Establish the overall direction and policies for the Partnership consistent with the purpose and objectives of the Partnership.
- B. Participate with the employing agency in the selection of the Partnership Director and supporting personnel for the Partnership office and approve selection of independent consultants to conduct Partnership work.
- C. Establish general direction for the work of the Partnership Director.
- D. Direction to the Partnership Director, other Partnership staff and performance reviews shall be provided by the Executive Board via the employing agency. Disciplinary action or dismissal shall not occur without agreement by the majority of the Executive Board and the employing agency.
- E. Authorize payment of reasonable compensation for services and expenses for personnel, consultants (private and public), Partnership Administration and other Partnership functions.
- F. Approve and ensure implementation of recommended Partnership plans, Annual Work Plan and Budget.

Section 2 - Membership

A. Except as set forth in subsection A(8) of this section, the Executive Board is comprised of the following council representatives:

- (1) U.S. Environmental Protection Agency (USEPA)
- (2) Oregon Governor's Natural Resources Office designee
- (3) Oregon Department of Environmental Quality
- (4) A Tillamook County Commissioner
- (5) Another County Official appointed by the County Commissioners

- (6) One person to represent local cities who is selected by the cities
 - (7) A representative of Tillamook Bay Community College
 - (8) Four(4) members of the Council, one (1) of whom must be state agency representatives, elected annually by the Council
 - (9) The President and Vice President of the Council, if not already represented
- B. Each Executive Board member may appoint an alternate. Alternates shall be submitted to the President and the President must be notified in advance if an alternate will be voting at an Executive Board of Directors meeting.
- C. Only Executive Board members or alternates present at a Executive Board meeting in person or telephonically shall be allowed to vote.
- D. Elective officers of the Executive Board shall consist of President and Vice President.
- E. Election of officers shall occur by simple majority vote of the Executive Board at the June Executive Board meeting each year, or at such time as designated by the Executive Board, Officers will begin their terms on July 1 of the same year, except for the initial Executive Board which shall be elected and begin their term of office immediately following their election.
- F. Terms of office for President and Vice President shall be for two years from the date of election. Officers may serve two consecutive terms.
- G. Duties of Officers:
- (1) President - presides at meetings of the Executive Board of Directors. Performs all duties prescribed by these Bylaws.
 - (2) Vice President - serves as President in the absence or incapacity of the President.
Ensure compliance with these bylaws.

Section 3 - Meetings and Quorums

- A. The Executive Board of Directors shall make decisions on the basis of a majority vote of the quorum present at a meeting.
- B. Regular meetings of the Executive Board of Directors shall be monthly at times and places determined by the Executive Board. Regular meetings shall require at least 7 days written advance notice to all members of the Executive Board and members of the public who have expressed interest in receiving notice. Such notice shall include major topics for discussion or action.
- Special meetings may be called at such times and places and may be determined by the President or by two members of the Executive Board of Directors.
- C. Special meetings shall require a minimum of 24 hour notice, which may be either written or by phone, and shall include major reason or topic of the meeting.
- D. A quorum at a meeting of the Executive Board of Directors shall consist of six

Executive Board members or their alternates.

E. The conduct of Executive Board meetings shall be in accordance with Section III(1)A, III(6), III(7), III(8), and III(9) of these bylaws.

ARTICLE V - TASK FORCES

Section 1 - Establishment, Members

A. The council shall appoint various task forces for the purpose of implementation and administering specific projects or furthering objectives of the Partnership.

B. The membership of each such task force shall consist of the following:

- (1) Council members with expertise or special interest in the project.
- (2) The Partnership Director or a staff person designated by the Partnership Director.
- (3) Property owners and citizens residing within the watershed where the Partnership is located. Preference should be given to those persons who are not otherwise represented on the Council.
- (4) Other individuals with expertise or special interest in the project.

C. Task forces shall be discharged by the Council Chair when their work has been completed and reports accepted, or when, in the opinion of the Council, it is deemed wise to discontinue the task force.

Section 2 - Duties of the Task Force

- A. Ensure Partnership coordination on interagency projects.
- B. Monitor project progress to ensure that outcomes will be achieved.
- C. Monitor expenditures, project budget and status reporting.
- D. Develop a public educational component to projects.

ARTICLE VI - MISCELLANEOUS PROVISIONS

Section 1 - Conflict of Interest

Council and Executive Board members shall act in accordance with ORS 244.120, which allows a member to participate in a decision only if potential conflicts of interest are disclosed.

Section 2 - Media Relationships

Public understanding and support for the Partnership is fundamental to the Partnership's success. Council members may not represent the Council without Council authorization. The Partnership office shall serve as the primary media contact. Members are asked to inform the Partnership Director regarding contact with the media.

Section 3 - Accounting for Time and Expenses

No compensation or travel expenses will be paid to Council members from Partnership funds for any expenses incurred in conjunction with normal Council activities. Special provisions can be made for specific circumstances.

Section 4 - Liability Disclaimer

To the extent permitted by the law of the State of Oregon and federal regulation, neither the Council, the Executive Board, nor any of their members individually shall be liable for the negligent acts or omissions the Council or Executive Board may do or refrain from doing in good faith, including the following: errors in judgment, acts done or committed on advice of counsel, or mistakes of fact or law.

ARTICLE VII - ADOPTION/AMENDMENT OF BYLAWS

These bylaws are adopted upon an affirmative vote of at least two-thirds of the Council and Executive Board. Amendments shall be proposed in writing and circulated at least two weeks in advance of any regular meeting or special meeting called for that purpose. The proposals for change must be included on the agenda and distributed in written form with the agenda materials. The amendments must be approved with a two-thirds affirmative vote of the Council and Executive Board.