

TUALATIN VALLEY FIRE AND RESCUE

BYLAWS OF THE BOARD

SECTION 2

<u>SECTION</u>	<u>PAGE</u>
2.1	Number of Members2
2.2	Officers3
2.3	Duties of the President4
2.4	Duties of the Vice President5
2.5	Duties of the Secretary-Treasurer6
2.6	Duties of the Other Members of the Board7
2.7	Duties of the Fire Chief as Clerk of the Board8
2.8	Selection and Duties of the Legal Counsel9
2.9	Selection and Duties of the Auditor10
2.10	DELETED 5/13/96
2.11	Adequate Information to Precede Action11
2.12	Minutes12
2.13	Regular and Special Meetings13
2.14	Definitions of Public Meetings14
2.15	Executive Sessions15
2.16	Policy Approval18

- A. The Board shall be composed of five members elected by District voters pursuant to ORS 198, 255, and 478. District employees and volunteers are not eligible to serve on the Board of Directors, Budget Committee, Civil Service Commission, or Fire Code Board of Appeals, pursuant to Ordinance 88-01.
- B. No person, elected or appointed, shall be sworn in unless they meet the qualifications set forth in ORS 198, 255, and 478. If an eligibility question arises, the Board will obtain an opinion from legal counsel prior to swearing in.
- C. Unless filling a vacancy, terms start officially on July 1. A new member must qualify by taking an oath of office before assuming the duties of the position. The term of office shall be four years.
- D. Should a vacancy occur on the Board, that vacancy will be advertised, and the Board will select an individual from among those indicating their interest. The ORS will be observed in fulfilling this procedure.

LEGAL REFERENCES

ORS 198

ORS 255

ORS 478

DATE: June 25, 1996

REVISED: July 18, 2006

REVIEWED: May 27, 2025

- A. The officers of the Board shall consist of:
 - 1. President
 - 2. Vice President
 - 3. Secretary-Treasurer
- B. The term of office for the officers of the Board shall be for one year or until their successors are elected and qualified as provided in ORS 478.250.
- C. No member may serve more than three consecutive terms as President. In case of a change of presidents during mid-term, any period served in excess of six months shall be considered a term.
- D. At the first meeting in July of each year, the Board shall elect from its members the officers for the ensuing year.

LEGAL REFERENCE

ORS 478.250

DATE: June 25, 1996

REVISED: March 16, 2021

REVIEWED: May 27, 2025

- A. The president shall preside at all meetings, and shall have the right to make motions, discuss questions, and vote on any issue.
- B. The president shall sign on behalf of the Board such documents as may require an official signature. The Fire Chief, by Board action, may be authorized to sign such documents.
- C. The president or designee shall represent the Board in deliberations with other boards, districts, or agencies unless another member is nominated and elected by a majority of the Board.
- D. The president shall appoint all committees, subject to approval of a majority of the Board, call special meetings, and perform all other duties prescribed by law or set forth in the Board's policies and rules.
- E. The president or designee shall provide or cause to be provided periodic communications to the Board regarding ongoing District business so long as the communication is in compliance with Public Meeting and Public Records law.

DATE: June 25, 1996

REVISED: July 28, 2015

REVIEWED: May 27, 2025

SECTION 2.4 DUTIES OF THE VICE PRESIDENT

In the absence of the president, the vice president shall perform the duties and have the rights and obligations of the president.

DATE: June 25, 1996

REVIEWED: May 27, 2025

The secretary-treasurer shall countersign all minutes, contracts, and other official documents, as necessary. In the absence of the secretary-treasurer, the president shall appoint another Board member to temporarily act in that capacity.

DATE: June 25, 1996

REVIEWED: May 27, 2025

In the absence of both the president and the vice president, the secretary/treasurer shall preside.

DATE: June 25, 1996

REVIEWED: May 27, 2025

It shall be the duty of the Fire Chief to perform the following functions as clerk of the Board:

A. Correspondence

1. Manage routine correspondence directly.
2. Deal with correspondence of special interest to the Board as follows:
 - a. Draft replies in advance, when possible, for Board consideration.
 - b. Seek instruction for reply when necessary.

B. Prepare for Board Meetings

1. Prepare the agenda with the advice of the president.
2. Maintain a calendar of the Board's unfinished business.
3. Call to the attention of the Board the legal requirements and related Oregon Revised Statutes in those matters for which the District is responsible in concurrence with legal counsel.
4. Draft policy motions at the request of any Board member.

C. Board Meeting Duties

1. Attend all Board meetings or designate an alternate.
2. Make physical arrangements for Board meetings.
3. Record briefly the disposition of all matters on which the Board considered action, referring to the source of major written recommendations by title and date.
4. Prepare, check, and distribute minutes in advance for approval (see Section 2.12).
5. Maintain properly authenticated official copy of minutes.
6. Maintain an official record of policies of the Board.

DATE: June 25, 1996

REVISED: July 18, 2006

REVIEWED: May 27, 2025

- A. The Board shall select legal counsel for the District.
- B. Legal counsel shall advise the Board on specific legal problems submitted and recommend a course of action.
- C. The Fire Chief, and specific managers designated by the Fire Chief, have general authority to seek legal counsel. The Board President also has authority to seek legal counsel providing such a request is consistent with the Board of Directors' general direction. In the event the Board President independently seeks legal counsel, such contact shall be reported to the full Board at the earliest convenience. Individual Board members may seek legal counsel if authorized by the Board President.
- D. Board members may consult with legal counsel for the District at their discretion regarding Board member responsibilities and obligations, provided the Board member reports to the Board President at the earliest convenience.

DATE: June 25, 1996

REVISED: July 28, 2015

REVIEWED: May 27, 2025

The Board shall ensure an annual audit is made each year of the District's accounts and fiscal affairs. The Board shall approve the periodic selection of the auditor, and the Fire Chief or designee shall be authorized to contract with the auditors. (ORS 297.425)

LEGAL REFERENCE:

ORS 297.425

DATE: June 25, 1996

REVIEWED: May 27, 2025

SECTION 2.11 ADEQUATE INFORMATION TO PRECEDE ACTION

- A. Whenever possible, disputed items should be discussed with the Fire Chief and the other parties to the dispute. If a satisfactory conclusion cannot be reached, the dispute may be placed on the agenda of a future Board meeting at the discretion of the Board. All relevant information shall be provided to Board members.

- B. The Board shall not make decisions before examining and evaluating information pertinent to the action being proposed (see Section 2.14). The Fire Chief shall examine and evaluate such information and recommend action before the Board makes its decisions.

DATE: June 25, 1996

REVISED: December 15, 2009

REVIEWED: May 27, 2025

SECTION 2.12 MINUTES

- A. The Board shall keep minutes of all its meetings in accordance with the requirements of ORS Chapter 192. Neither a full transcript nor a recording of the meeting is required, except as otherwise provided by law, but the written minutes must give a true reflection of the matters discussed and the views of the participants. All minutes shall be available to the public within a reasonable time after the meeting and shall include at least the following information:
1. Members of the governing body present.
 2. Motions, proposals, resolutions, orders, ordinances, and measures proposed and their disposition.
 3. Results of all votes, including the vote of each member by name, unless decision is unanimous.
 4. The substance of any discussions on any matter.
 5. Subject to ORS 192.311 to 192.478 relating to public records, a reference to any document discussed at the meeting.

LEGAL REFERENCE ORS 192.650

DATE: June 25, 1996

REVISED: May 27, 2025

REVIEWED: May 27, 2025

- A. At all Board meetings, the presiding officer of the Board has the inherent authority to keep order and to impose any reasonable restrictions necessary for the efficient and orderly conduct of meetings.
- B. The Board shall hold meetings at such time and place within the District as it determines. The Board shall hold one regular meeting in each month on a day fixed by the Board and may hold special meetings as determined necessary by the Board.
- C. The Board reserves the right to cancel or change the place, time, and date of such regular Board meetings and to call and hold such additional meetings as shall be deemed necessary in accordance with the provisions covered in the laws. Interested citizens are encouraged to attend and participate at these regular meetings.
- D. Except in the case of emergency meetings (ORS 192.640), all meetings are to be properly posted and advertised and the media notified.

Present Practice: The Board has established the regular meeting date of the fourth Tuesday of each month, and approves the dates of monthly meetings prior to the calendar year.

- E. All business of the Board shall be conducted in public meetings, in accordance with Oregon Public Meetings Law. A quorum of Board members shall not discuss District business, either in-person, electronically, or telephonically, unless the meeting has been properly noticed and other requirements of the Public Meetings Law have been met. All correspondence between Board members regarding District business shall be considered public record.

LEGAL REFERENCE

ORS 192.610 – 192.708

ORS 478.250

DATE: June 25, 1996

REVISED: May 27, 2025

REVIEWED: May 27, 2025

The Board adopts the following definitions for public meetings:

- A. “Convening” means:
 - (a) Gathering in a physical location;
 - (b) Using electronic, video or telephonic technology to be able to communicate contemporaneously among participants;
 - (c) Using serial electronic written communication among participants; or
 - (d) Using an intermediary to communicate among participants.
- B. “*Decision*” means any determination, action, vote, or final disposition upon a motion, proposal, resolution, order, ordinance, or measure on which a vote of a governing body is required, at any meeting at which a quorum is present.
- C. “Deliberation” means discussion or communication that is part of a decision-making process. This includes all emails, text messages and verbal communication, including those made through an intermediary.
- D. “Executive Session” means any meeting or part of a meeting of a governing body which is closed to certain persons for deliberation on certain matters.
- E. “Governing Body” means the members of any public body which consists of two or more members with the authority to make decisions for, or recommendations to, a public body on policy or administration.
- F. “Meeting” means the convening of a governing body of a public body for which a quorum is required in order to make a decision or to deliberate toward a decision on any matter. “Meeting” does not include any on-site inspection of any project or program or the attendance of members of a governing body at any national, regional, or state association to which the public body or the members belong.
- G. “Public Body” means any regional council, county, city, or district, or any municipal or public corporation, or any board, department, commission, council, bureau, committee or subcommittee or advisory group, or any other agency thereof.
- H. “Serial meeting” is not defined by statute, but includes participation by members of a public body in a group communication over a period of time. Not all members of a quorum need to participate in the communication at any one time, but if through a series of texts, emails, messaging apps, or conversations a quorum is involve, every individual has participated in a serial meeting.

LEGAL REFERENCE
ORS 192.610

SECTION 2.14 DEFINITIONS FOR PUBLIC MEETINGS (continued)

DATE: June 25, 1996

REVISED: May 27, 2025

REVIEWED: May 27, 2025

SECTION 2.15 EXECUTIVE SESSIONS

- A. The purpose of this policy is to preserve and protect the public policy of open meetings and executive sessions, and to effect the orderly conduct of executive sessions.
- B. Recognition of Media and Attendance at Executive Sessions
 - 1. Only recognized media will be allowed to attend Board of Directors executive sessions. Recognized news media includes entities that are organized and operate to broadcast, disseminate, or publish news to the public, and that are committed to compliance with the confidentiality of executive sessions as required under Section A.
 - 2. Non-recognized media, which operate outside of the parameters described in Section B, must provide the District with notice of intent to attend an executive session. Documentation must be received at least 14 working days in advance of the meeting so as to allow staff time to investigate the applicant and prepare a recommendation to the Board. This requirement may be waived if the Board, in its sole discretion, recognizes that an applicant qualifies under this policy, or determines that other good cause exists for making an expedited determination.
 - 3. In determining media participation at executive sessions, the Board may consider any information provided by the applicant or District staff, or information obtained from other sources. The Board may consider and weigh any factors it deems relevant, including, but not limited to, the following:
 - a. Applicant is a news-gathering representative of a traditional news association;
 - b. Applicant is institutionalized, in that it is well-established with a structure to ensure compliance with the confidentiality of executive sessions as required in Section C;
 - c. Regularity of the broadcasts, dissemination, or publication of news;
 - d. Applicant is recognized as a qualified news source for the public;
 - e. Applicant is an advocate for the interest and/or opinions of a special interest group, individual or cause; and
 - f. Applicant customarily reports on the activities of the District or issues within the District's scope of interest.

4. If the Board has reason to believe that a news media attendee has previously failed to comply with the Board's policy, the Board may request that the media organization send a different representative to executive sessions, or take other appropriate measures to protect the integrity of its executive sessions.
- C. It is the Board's policy that all information discussed or considered in executive sessions shall not be disclosed unless otherwise authorized by the Board. The news media and representatives of the news media are specifically directed not to report on any of the deliberations during executive session, except to state the general subject of the session as previously announced. This policy extends to all statements made, all documents considered, and all other information presented or considered regardless of the format, in executive session. The Board, in its sole discretion, may make exceptions to this policy if the Board deems it to be in the public interest to do so, and if the Board votes unanimously to do so.
- D. Cameras, tape recorders, and other recording devices cannot be used in executive sessions, except for the official executive session tapes made by District staff.
- E. The policies and procedures adopted by this policy shall apply to all the District's other boards, commissions, and committees.
- F. No final action or final decision shall be made in executive session.
- G. In addition to Board members, media, and appropriate District staff persons, the Board may permit other persons to attend executive sessions as necessary.
- H. The ability of the Board to use executive sessions, as provided by the Oregon Public Meetings Law, is essential in conducting Board business. As such, the Board finds that it is a violation of a Board member's fiduciary duty to the District to discuss or disclose the contents of executive sessions to anyone unauthorized by the Board.
- I. State ethics law prohibits Board members from using confidential information gained by virtue of the member's official position for person gain. The Oregon Government Ethics Commission (OGE) has jurisdiction to investigate such allegations. In addition to the prohibitions in ORS 244, this Board finds that personal gain, for purposes of this section, shall include the intangible benefit to a Board member of favoritism from an individual obtained by virtue of a Board member disclosing confidential information which gives the individual a financial, legal, strategic, or political advantage which the individual would not otherwise have had.

SECTION 2.15 EXECUTIVE SESSIONS (continued)

- J. If any provision of this policy is deemed to be void, invalid, or unenforceable, the provision shall be disregarded, and the remainder of this policy shall not be affected and shall remain in full force and effect.

LEGAL REFERENCE

ORS 192.660

ORS 244

DATE: December 15, 2009

REVISED: September 22, 2015

REVIEWED: May 27, 2025

This is to certify that Bylaws of the Board, Section 2, policies 2.1 – 2.15, were duly adopted and approved by Board action on:

Justin J. Dillingham, President of the Board

Clark I. Balfour, Secretary of the Board

APPROVED: May 27, 2025