

Oregon Transportation Commission Bylaws

1. Appointment

The Oregon Transportation Commission consists of five members appointed by the Governor and subject to confirmation by the Senate pursuant to Section 4 Article III Oregon Constitution. A member serves at the pleasure of the Governor.

2. Officers

- a. The Governor shall appoint one of the members as Chair.
- b. The Chair shall appoint one of the other members as Vice- Chair who shall serve in that capacity until the end of their time on the Commission or until the Chair appoints a new Vice-Chair.
- c. The Chair shall document their selection of a Vice-Chair with a letter sent to the Governor's Office and copied to ODOT's Director and the other members of the Commission.

3. Responsibilities of the Chair

- a. Preside over all deliberations and meetings of the Commission.
- b. Call for a vote on all questions before the Commission.
- c. Propose a Commission meeting schedule to be approved by the Commission.
- d. Call special meetings of the Commission.
- e. Call executive sessions of the Commission.
- f. Sign all documents memorializing Commission action promptly after approval by the Commission. The power to sign documents of the Commission may be delegated to the vice-chair.
- g. Be an ex-officio member of all Commission advisory committees.
- h. Be the sole spokesperson for the Commission unless this responsibility is delegated to another member of the Commission.
- i. Appoint a Vice-Chair.
- j. Appoint members to committees as needed.
- k. Set the agenda for Commission meetings in consultation with the ODOT Director and Commission staff.

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- l. Provide direction on hiring staff for the Commission, including setting qualifications, selection criteria, and hiring processes, and designate one or more members of the Commission to participate in the recruitment and hiring processes. The staff shall be considered employees of the department for purposes of the State Personnel Relations Law and shall be supervised by the Oregon Department of Transportation (ODOT) Director or a designee of the Director.
- m. Provide direction on hiring a chief auditor, including setting qualifications, selection criteria, and hiring processes, and designate one or more members of the Commission to participate in the recruitment and hiring processes.
- n. Lead the process of hiring the Director, including setting qualifications, selection criteria, and hiring processes, including consultation with the Governor, and designate additional members of the Commission to participate in the recruitment and hiring processes.
- o. Conduct an annual performance review for the Director of the department, including defining review criteria and processes and designating additional members of the Commission to participate in the performance review process.
- p. Resolve disputes.

4. Responsibilities of the Vice- Chair

The responsibilities of the Chair under Section 6 shall be delegated to the Vice-Chair by the Chair. During the absence, disability or disqualification of the Commission Chair, the Vice-Chair shall exercise or perform all the duties and be subject to all the responsibilities of the Chair.

5. Responsibilities of Commission Members

- a. Prepare for meetings, attend and participate at Commission meetings and assigned committee meetings.
- b. A member who is absent from two consecutive Commission meetings forfeits his/her appointment unless the member is prevented from attending because of the serious illness of a member or member's family and the governor determines that it is a valid reason for not attending. Where a member is unable to attend two consecutive Commission meetings, a member must seek permission from the Governor prior to the second absence and notify the Commission chair.
- c. An individual member may not exercise individually any administrative authority with respect to the Department of Transportation.
- d. Members must adhere to the Oregon Code of Ethics.
- e. Members must engage regularly with Area Commission on Transportation (ACT) representatives.

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6. Responsibilities of Commission Administration Staff

- a. Ensure record-keeping, public meeting, and public participation requirements are met for Commission meetings.
- b. Ensure that adequate time is available on the Commission agenda to provide public input and deliberation time.
- c. Ensure communications addressed to Commission members are incorporated into the record and ensure appropriate response.
- d. Assist with Commission member travel and expense reimbursement and meeting scheduling.
- e. Perform research and analysis for Chair and members as directed by the Chair as funding is available.
- f. Procure and manage additional limited duration staff, reassignment of current staff and/or consultant resources as directed by the Chair and as funding is available.
- g. Ensure a thorough and efficient onboarding process for new members.
- h. Facilitate the Commission's development of its annual work plan.
- i. Ensure the presentation of quality materials to the Commission to facilitate decision-making.
- j. In coordination with the Director and Chair, plan the Commission's meeting agendas and develop draft agendas for the approval of the Chair.
- k. Document and maintain procedures for the Commission and the department's support of the Commission.
- l. Prepare meeting minutes for the Commission's review and approval.

7. Meetings

- a. The Commission shall meet at least quarterly at a time and place determined by the Commission.
- b. The Commission shall meet at such other times as proposed by the Chair and agreed to by a majority of the Commissioners.
- c. Except as otherwise provided by law and except where the Commission Chair directs or acts to the contrary, ROBERT'S RULES OF ORDER, Newly Revised, shall govern parliamentary processes of the Commission.

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- d. Except as provided by law, all Commission meetings shall be conducted as public meetings and are subject to the Oregon Public Meetings Laws. Notice of meetings and agendas shall be posted on the department web site.
- e. A majority of the members of the Commission constitute a quorum.
- f. Members of the Commission shall attempt to attend each meeting in person. Members may participate at meetings by telephone conference call with approval by the Commission Chair. A member shall notify the Chair and Commission administration staff of any absence in advance.
- g. A vacancy does not impair the right of the remaining members to exercise all powers of the Commission.
- h. Meeting minutes will be approved by the Commission and retained by the Director's office in Salem.

8. Voting

- a. If a quorum is present at a meeting, the Commission may take action by an affirmative vote by a majority of the members who are present except that three members of the Commission must agree in the selection, vacation, or abandonment of state highways. In case the members are unable to agree, the Governor shall have the right to vote as a member of the Commission.
- b. Votes shall be taken by voice vote. All votes, whether positive, negative, or abstentions shall be recorded in the minutes.
- c. No member may have any direct or indirect financial or fiduciary interest related to the Commission's duties. Where a conflict arises, the member shall declare the conflict and abstain from deliberations and voting on the matter under consideration by the Commission.

9. Amendments to the Bylaws

- a. The procedure for amending the bylaws will consist of written notification to all Commission members with inclusion of the full text of the proposed changes for discussion during the next meeting.
- b. The Commission may amend these bylaws by a vote of at least four of its members at a regular meeting. The changes thus approved become effective immediately.