

METROPOLITAN EXPOSITION-RECREATION COMMISSION

RESOLUTION NO. 1

Approving and adopting Bylaws for the Metropolitan Exposition-Recreation Commission.


The Metropolitan Exposition-Recreation Commission finds that in order to define the Commission's operating procedures and the manner of its internal control, it is desirable and necessary for the Commission to adopt Bylaws.


BE IT THEREFORE RESOLVED:

1. That the Bylaws of the Metropolitan Exposition-Recreation Commission, in the form attached to this Resolution, be approved and adopted as the Commission's Bylaws.

2. That the Bylaws shall be amended upon the approval of at least four members of the Commission at a regular or special meeting following written notice thereof given to all members of the Commission at the previous regular Commission meeting.

Passed by the Commission on January 26, 1988.

  
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Chairman

  
\_\_\_\_\_  
Secretary/Treasurer

APPROVED AS TO FORM:

  
\_\_\_\_\_  
Metro General Counsel

METROPOLITAN EXPOSITION-RECREATION COMMISSION

BY-LAWS

SECTION ONE, THE COMMISSION

SUBSECTION 1. Name of the Commission: The Metropolitan Exposition-Recreation Commission as created by Metro Ordinance No. 87-225 shall be composed of seven members who shall be appointed by the Executive Officer subject to approval by the Council.

SUBSECTION 2. Powers and Authority of the Commission: Powers and authority as provided under various sections of Metro Ordinance No. 87-225 shall be vested in the Commissioners in office from time to time.

SECTION TWO, OFFICERS

SUBSECTION 1. Officers: The officers of Commission shall be a Chairperson, Vice Chairperson and Secretary-Treasurer.

SUBSECTION 2. Chairperson: The Chairperson shall preside at all meetings of the Commission. At such meetings the Chairperson shall submit such recommendations and information as he/she may consider proper concerning the business, affairs and policies of the Commission. Except as otherwise authorized by resolution, the Chairperson and Secretary-Treasurer shall sign all contracts, deeds and other instruments made by the Commission.

SUBSECTION 3. Vice Chairperson: The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and in case of the resignation or death of the Chairperson, the Vice Chairperson shall perform such duties as are imposed on the Chairperson until such time as a new Chairperson shall be selected.

SUBSECTION 4. The Secretary-Treasurer: The Secretary-Treasurer shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and the Vice Chairperson and shall act as Chairperson of the Budget Committee. It shall be the duty of the Secretary-Treasurer to formally submit the minutes of past meetings to the Commission for approval.

SUBSECTION 5. Additional Duties: The officers of the Commission shall perform such other duties and functions as may from time to time be required by the Commission or by the By-Laws or Rules and Regulations of the Commission.

SUBSECTION 6. Election of Appointments: Except as provided for the initial Chairperson pursuant to Ordinance No. 87-225, the Chairperson, Vice Chairperson and Secretary-Treasurer shall be elected annually by the Commissioners from among their members at the first regular meeting of the Commission in February of each year, and

shall hold office for one year or until their successors are elected and qualified.

SUBSECTION 7. Vacancies: Except as provided for the initial Chairperson pursuant to Metro Ordinance No. 87-225, should the offices of the Chairperson, Vice Chairperson, or Secretary-Treasurer become vacant, the Commission shall elect a successor from its membership at the next regular meeting and such election shall be for the unexpired term of such office.

SUBSECTION 8. General Manager: The Commission shall appoint a General Manager at such compensation as may be determined by the Commission. The appointment as General Manager shall continue at the pleasure of the Commission, or until resignation.

SUBSECTION 9. Personnel: The Commission shall create and fill such additional positions from time to time at such compensation as it shall determine to be necessary. The persons appointed to fill these positions shall serve in such positions at the pleasure of the Commission, or until resignation.

SUBSECTION 10. General Counsel: The Metro General Counsel or a member of his/her staff shall serve as attorney for the Commission unless the Commission shall otherwise determine, as provided by Metro Ordinance No. 87-225. In consultation with the General Counsel, the Commission may retain outside counsel for specific services. Compensation shall be paid to Metro for services performed by the General Counsel or member of the staff in an amount to be determined from time to time.

### SECTION THREE, MEETINGS

SUBSECTION 1. Regular Meetings: The Commission shall schedule one regular meeting each month. All meetings shall be held at the Metro Center, 2000 S. W. First Avenue, Portland, Oregon, or at such other place within the Metro boundaries as the Chairperson shall determine. If a regular meeting date shall fall on a legal holiday, that meeting shall be held on the preceding day. The General Manager shall cause written notice of each regular meeting to be mailed to each Commissioner, each news medium requesting notice, and to interested persons requesting notice, not less than five days prior to each meeting, all in accordance with the Oregon Public Meeting Law.

SUBSECTION 2. Special Meetings: The Chairperson, when he/she deems it expedient and, on the request of two members of the Commission, shall call a special meeting of the Commission to be held at such time and place as he/she shall appoint, for the purpose of transacting any business designated. The General Manager shall cause written notice of each special meeting to be mailed to each Commissioner, each news medium requesting notice, and to interested persons requesting notice, not less than 24 hours prior to such meeting, all in accordance with the Oregon Public Meeting Law.

SUBSECTION 3. Quorum: At any regular or special meeting a quorum shall consist of four or more members of the Commission, however, no action shall be taken except upon the positive vote of four members. The Chairperson shall call members to order at the hour designated for the meeting. In the absence of a quorum, absent members shall be informed, if possible, that their presence is required to enable the Commission to proceed to the business at hand. Should a quorum fail to appear within a reasonable time, the members present shall adjourn to some fixed time.

SUBSECTION 4. Manner of Voting: The vote on all questions coming before the Commission shall be by voice vote, and the ayes and nays shall be entered into the minutes of such meetings. The presiding officer may vote in all cases.

SUBSECTION 5. Order of Business: The following shall be the order of business except by vote, without debate, by the Commission: 1) Roll call and determination of quorum; 2) correction and approval of minutes of the preceding meeting; 3) Old Business; 4) Committee Reports; and 5) New Business.

SUBSECTION 6. Form of Action: All final actions of the Commission shall be by resolution. No final action shall be made except upon the positive vote of four members of the Commission. Resolutions shall become effective as provided in Ordinance No. 87-225.

SUBSECTION 7. Transmittals of Actions: Within five days of the passage of any resolution the General Manager shall cause a copy of the resolution to be filed with the Metro Council Clerk.

#### SECTION FOUR, PROCEDURE

SUBSECTION 1. Standing or Special Committees: The Chairperson is authorized to refer items to standing or special committees for recommendation and report. All committees shall be appointed by the Chairperson unless otherwise ordered by the Commission. The Commission member first named shall act as Chairperson thereof. Appointments to such committees need not be restricted to members of the Commission.

SUBSECTION 2. Authorization to Draw Requisitions or to Issue Warrants: Any two members of the Commission or one member of the Commission and the General Manager or such other employees as the Commission may direct are authorized to draw requisitions or to issue warrants, as the case may be, upon the appropriate fund in payment of the following items:

- (1) All disputed claims (including claims for wages, labor and materials, injuries or of any nature whatsoever) if such claims are first approved by the Commission. In this regard, an auditing committee of the Commission which shall include one member of the Commission as Chairperson but which may include other members of the committee not members of the Commission may be appointed to consider

disputed claims and recommend appropriate action to the Commission.

- (2) Interest on bonds outstanding or which may hereafter be issued, said warrants to be issued on or before the date on which the interest becomes due.
- (3) Amounts due according to Commission contracts for the purchase and/or installation of materials and/or machinery when the terms of such contracts or purchase or installation specify the date on which payment must be made; provided, however, that a member of the Commission or some responsible person authorized by the Commission certifies that such material or machinery have been received or contracted for, or that such installation has been satisfactorily made in accordance with the contract terms.
- (4) Amounts retained for thirty (30) days on contracts approved by the Commission; provided, however, that no liens, charges or other contingent claims have been received by the Commission or filed against the property or properties embraced in the respective contracts under which the amounts were retained.
- (5) Payroll reimbursements, or replenishment of the current fund from the Metropolitan Exposition-Recreation fund on deposit with Metro.
- (6) Any regular payrolls of the Commission.
- (7) Items on which a substantial discount would be lost if not paid before a specified date which must be before the next regular meeting of the Commission.
- (8) Federal Withholding Taxes.
- (9) State of Oregon Withholding Taxes.
- (10) Public Employees Retirement Fund.
- (11) State of Oregon Industrial Accident Commission.
- (12) Any other state or federal fund into which the Commission is compelled by law to pay sums.
- (13) Any other amounts, which, in the considered opinion of the Chairperson and Secretary-Treasurer should be promptly paid in the best interests of the Commission and to properly execute the function for which it was created.

- (14) The Commission may direct the General Manager to issue warrants for payment or to commit Commission funds for normal day to day operating expenditures if such funds have been approved in the Budget, or specifically authorized by resolution of the Commission.
- (15) Where there has been performance according to the contract, the General Manager is authorized to issue warrants for amounts payable under contracts approved by the Commission.

#### SECTION FIVE, TRAVEL

SUBSECTION 1. Transportation and Expense Allowances: Whenever it is necessary for a Commissioner or an employee of the Commission to travel out of the District on Commission business, he or she shall keep an accurate account of all expenses necessarily incurred on Commission business and present the account to the Commission, which shall approve payment of all proper charges. The Commission may approve advance payment of travel expenses upon proof of the necessity for and the amount of such expenses.

#### SECTION SIX, AMENDMENT

SUBSECTION 1. Amendment to By-Laws: The By-Laws of the Commission shall be amended only with the approval of at least four of the members of the Commission at a regular or special meeting, by duly adopted resolution but no such amendment shall be adopted unless written notice thereof has been previously given to all of the members of the Commission at the previous regular Commission meeting.

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