

METROPOLITAN EXPOSITION-RECREATION COMMISSION

Resolution No. 05-01

For the Purpose of Amending the Metropolitan Exposition-Recreation Commission's By-Laws To Eliminate Outdated References To Superseded Metro Ordinances And To Conform The By-Laws To Recent Changes To The Metro Charter And The Metro Code.

WHEREAS, the MERC Commission has by-laws that govern the Commission; and

WHEREAS, the region's voters amended the Metro Charter in 2000, and the entire Metro Code was rewritten effective January 6, 2003 to conform to the amended Metro Charter; and

WHEREAS, the changes to the Metro Charter and the Metro Code, among other changes, eliminated the position of Metro Executive Officer, eliminated the position of Metro General Counsel, and created the positions of Metro Council President, Metro Attorney, and Metro Chief Operating Officer; and

WHEREAS, the by-laws have not been amended to eliminate outdated references to superseded Metro ordinances and to reflect recent changes to the Metro Charter and the Metro Code; and

WHEREAS, it is desirable to update the by-laws from time to time to ensure that the by-laws are consistent with the Metro Charter and the Metro Code; and

WHEREAS, as required by Section Six, Subsection 1 of the Commission's by-laws, notice of the proposed by-law amendments was given to all Commissioners present at the December 2004 regular Commission meeting.

BE IT THEREFORE RESOLVED that the Metropolitan Exposition-Recreation Commission amends the Commission's By-Laws as shown on the attached Exhibit "A."

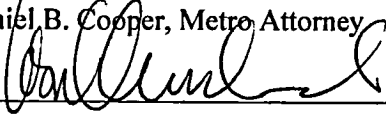
Passed by the Commission on January 26, 2005.

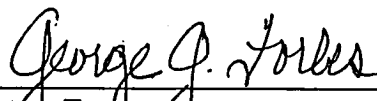


Chair

Approved as to Form:

Daniel B. Cooper, Metro Attorney

By: 



Secretary-Treasurer

MERC Staff Report

Agenda Item: For the purpose of amending the Metropolitan Exposition Recreation Commission's by-laws to eliminate outdated references to superceded Metro ordinances and to conform the by-laws to recent changes to the Metro Charter and the Metro Code.

Resolution No.: 05-01

Presented By: Kathy Taylor

Date: January 26, 2005

Background and Analysis: The proposed amendments to the MERC Commission by-laws have been prepared at the request of the MERC Chair.

The 2000 amendments to the Metro Charter, and the corresponding amendments to the Metro Code, eliminated the position of the Metro Executive Officer, eliminated the position of Metro General Counsel, and created the positions of Metro Council President, Metro Attorney, and Metro Chief Operating Officer. The MERC by-laws have not previously been amended to conform to these changes.

The proposed amendments make the MERC Commission by-laws consistent with the new provisions of the Metro Charter and the Metro Code. The proposed amendments also eliminate outdated references to superceded Metro ordinances.

Fiscal Impact: None.

METROPOLITAN EXPOSITION-RECREATION COMMISSION

BY-LAWS

SECTION ONE, THE COMMISSION

SUBSECTION 1. Name of the Commission: The Metropolitan Exposition-Recreation Commission as created by Chapter 6.01 of the Metro Code shall be composed of seven members who shall be appointed by the Metro Council President subject to confirmation by the Council.

(Amended by MERC Resolution No. 05-01 January 26, 2005)

SUBSECTION 2. Powers and Authority of the Commission: Powers and authority as provided under various sections of Chapter 6.01 of the Metro Code, other applicable sections of the Metro Code, and applicable law shall be vested in the Commissioners in office from time to time.

(Amended by MERC Resolution No. 05-01, January 26, 2005)

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 Officers: The Chairperson, Vice Chairperson and Secretary-Treasurer shall be elected annually by the Commissioners from among their members not later than June 30 of each year, and shall take office on the following July 1, and shall hold office for one year, or until their successors are elected and qualified.

(Proposed by MERC Resolution No. 94-44, tabled until September meeting; Amended by MERC Resolution No. 94-56, September 14, 1994; Amended by MERC Resolution No. 02-11, June 19, 2002, Amended by MERC Resolution No. 05-01 January 26, 2005.)

SUBSECTION 7. Vacancies: 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.

(Amended by MERC Resolution No. 05-01, January 26, 2005)

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. Metro Attorney: The Metro Attorney or a member of his/her staff shall serve as attorney for the Commission. With the permission of the Metro Attorney, the Commission may retain outside counsel for specific services. Compensation shall be paid to Metro for services performed by the Metro Attorney or member of the staff in an amount to be determined from time to time.

(Amended by MERC Resolution No. 05-01, January 26, 2005)

SECTION THREE, MEETINGS

SUBSECTION 1. Regular Meetings: The Commission shall schedule one regular meeting each month. All meetings shall be held at the Oregon Convention Center, 777 N.E. Martin Luther King, Jr. Blvd., 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 provide for and give public notice, reasonably calculated to give actual notice to interested persons, including news media which have requested notice, of the time and place for the regular meeting. The notice shall include an agenda of the principal subjects anticipated to be considered at the meeting, all in accordance with the Oregon Public Meetings Law.

(Proposed by MERC Resolution No. 94-44, tabled until September meeting; Amended by MERC Resolution No. 94-56, September 14, 1994, Amended by MERC Resolution No. 05-01, January 26, 2005.)

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:

- a. Consent Agenda. The Chairperson may order the unanimous approval of any matter or matters before the Commission unless there is an objection from one or more of the Commissioners. If there is an objection by any Commissioner to any matter or matters proposed for the consent agenda, the matter or matters shall be removed from the consent agenda and treated as a separate matter.
- b. Order of Business: The order of business shall be as determined by the Chairperson.

(Amended by MERC Resolution No. 98-47, November 18, 1998.)

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 Chapter 6.01 of the Metro Code.

(Amended by MERC Resolution No. 05-01, January 26, 2005)

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: The Commission shall, by resolution, establish a policy and procedure for reimbursing Commissioners and Commission employees for expenses necessarily incurred on Commission business.

(Amended by MERC Resolution No. 167, March 11, 1992.)

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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