

BYLAWS

1.0 Preamble. These bylaws are established by the Columbia County Homeland Security Emergency Management Commission (“HSEMC”) for the internal organization, governance, and management of the HSEMC and to facilitate the effective discharge of its powers and duties.

2.0 General Powers.

2.1 Membership. Each discipline or geographical group outlined below shall nominate one representative and one alternate to serve on the HSEMC. Those nominated shall be appointed to the HSEMC as a regular member or an alternate member upon approval by the Columbia County Board of Commissioners ("the Board"). In addition to the regular members and alternate members, one member of the Board of County Commissioners will be a non-voting ex officio member of the Commission.

1. Port of St. Helens
2. Law Enforcement
3. Fire/EMS
4. Columbia 911 Communications District
5. Utilities
6. North County Cities: Rainier, Clatskanie, Prescott
7. South County Cities: Columbia City, St. Helens, Scappoose
8. Mid County Cities: Vernonia, Mist
9. Health and Human Services
10. Industry
11. At Large - Position 1
12. At Large - Position 2
13. Schools

2.1.1 The HSEMC encourages appointments for the at-large positions from disciplines not specifically listed such as Public Works, or others as the need arises.

2.2 Exercise of Powers. Powers vested in the HSEMC shall be discharged by the HSEMC. No individual HSEMC member shall

speaking nor act on behalf of the HSEMC without formal authorization by the HSEMC.

2.3 Terms. Initial appointments shall conclude on December 31 following the date of appointment. Subsequent appointments shall thereafter commence on January 1, and end on December 31, and shall be staggered into terms of one to three years in order to establish an orderly rotation and to ensure HSEMC continuity. As members are numbered in Section 2.1, above, the staggered terms are as follows:

Members 1, 4, 7, 10 and 13 shall be appointed for 1-year terms.

Members 2, 5, 8, and 11 shall be appointed for 2-year terms.

Members 3, 6, 9, 12 and the ex officio Board member shall be appointed for 3-year terms.

2.4 Vacancies. A vacancy occurring during the term of any member shall be filled for the unexpired portion of the term by a successor appointed in the same manner as his or her predecessor.

2.5 Resignation. Any member may resign at any time. Such resignation shall be in writing filed with the Chair of the HSEMC. Acceptance thereof by the Chair or the HSEMC as a whole shall not be necessary to make it effective.

2.6 Removal. A member who is absent from three (3) consecutive regular or special meetings of the HSEMC whose absence is unexcused and who does not arrange for an alternate to be present may be considered to have resigned. The HSEMC Chair shall notify the Board of such resignation, and the vacancy shall be filled in accordance with paragraph 2.4.

3.0 Meetings.

- 3.1 Place of Meeting.** Meetings of the HSEMC shall be held within Columbia County at a location established by a majority vote of the HSEMC.
- 3.2 Regular Meetings.** The HSEMC shall meet monthly or as determined appropriate by the HSEMC. The dates and times of such meetings shall be approved for each year at the last meeting of the preceding year. The Secretary, in coordination with the Chair, shall establish the agenda for each regular meeting of the HSEMC and shall give notice of the agenda to the HSEMC members prior to the meeting.
- 3.3 Special Meetings.** Special meetings of the HSEMC may be called for any purpose by the Chair or upon written request to the Chair of at least three (3) members of the HSEMC. Such written request shall state the purpose of the requested meetings.
- 3.4 Quorums and Voting.** A quorum shall consist of a majority of the currently-appointed members of the HSEMC. A quorum of the HSEMC members present, either in person or through the use of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, shall be necessary in order to transact the business of the HSEMC. All official actions of the HSEMC shall be determined by the vote of a majority of HSEMC members present at the meeting, either in person or through the use of conference telephone, video conferencing or similar communications equipment by means of which all persons participating in the meeting can hear each other. An alternate is the voting member if the primary is absent.
- 3.5 Voting Conflicts.** Any member of the HSEMC who, by voting, would be voting on a matter that would result in a conflict of interest shall abstain from voting on such matter, refrain from participating in any discussions concerning such matter, and, prior to the vote being taken on such matter, publicly announce

and disclose the nature of his or her interest as a matter of public record.

3.6 Rules of Order. Except to the extent otherwise provided by law or these Bylaws, meetings of the HSEMC shall be conducted in accordance with *Roberts Rules of Order*.

3.7 Minutes of Meetings. Written minutes shall be kept of each HSEMC meeting and shall be made available for public inspection and copying.

4.0 Attendance and Bylaws.

4.1 Meeting Attendance. HSEMC members agree to attend meetings on a regular basis. When they are unable to attend a meeting, they shall notify their alternate to attend in their place.

4.2 Excused Absences. A member who expects to be absent may be excused for such absence by the Chair. Except in emergency situations where advance notice is not possible, members requesting to be excused for an absence should notify the Chair or Vice-Chair of their anticipated absence at least twenty-four (24) hours prior to the meeting in question and advise whether an alternate will attend. Except as otherwise determined by the HSEMC, when such advance notice is given, it will be presumed that the absence was excused.

4.3 Leaves of Absence. If a prolonged absence is anticipated, a member may request a leave of absence, which may be granted after review by the HSEMC and approval by the Board.

4.4 Minutes to Record all Absences. The minutes will record all absences with proper notations to indicate if the absence is excused or unexcused.

4.5 Bylaws. The HSEMC may adopt bylaws which shall not be contrary to the County Ordinance or any other law, rule or regulation. The HSEMC shall forward proposed bylaws and all amendments thereto, to the Board of Commissioners for approval of the Board prior to adoption by the HSEMC. If there

is any conflict between the Ordinance and any bylaws, the Ordinance shall control.

5.0 Committees.

5.1 Standing & Special Committees. The HSEMC may establish standing or special committees as may be necessary to carry out its functions. Each such committee shall consist of at least three (3) members. The first member appointed to a committee shall serve as its Chair. The committee Chair may call a committee meeting whenever there is sufficient business requiring attention of the committee.

5.2 Voting on Standing & Special Committees. All HSEMC members are eligible to participate in standing or special committee deliberations but the offering of motions and voting on standing or special committee business shall be confined to committee members. A majority of the members of a standing or special committee shall constitute a quorum for the transaction of business.

5.3 Reporting. Each standing or special committee shall report to the HSEMC periodically or at the request of the Chair.

6.0 Officers and their Duties.

6.1 Officers. The officers of the HSEMC shall be the Chair, Vice Chair and Secretary. Each officer shall be elected by a majority vote of the full membership of the quorum. Each officer shall also be a member of the HSEMC, as described in paragraph 2.1 (relating to Membership), herein.

6.2 Duties of the Chair.

1. The Chair of the HSEMC shall be a member of all standing or special committees and shall have the authority to vote on any or all standing or special committee business.

2. The Chair shall preside over and be entitled to vote at all meetings of the HSEMC and shall have such other powers and duties as are provided by these Bylaws.
3. The Chair may order a roll call vote on any question before the HSEMC at his/her discretion, and shall order a roll call vote at the request of one or more members.
4. The Chair shall exercise general supervision over the business of the HSEMC and shall sign all documents approved by the HSEMC.

6.3 Duties of the Vice-Chair.

1. The Vice-Chair shall preside at HSEMC meetings in the absence of the Chair.
2. If the Chair is absent or disabled, all of his/her duties shall temporarily devolve upon the Vice-Chair.

6.4 Duties of the Secretary.

1. The Secretary shall cause minutes to be taken and kept of each HSEMC meeting and shall assure that a copy is forwarded to the HSEMC members and the Board. Copies of the minutes shall be made available to the public upon request.
2. The Secretary shall give advance notice of all regular and special meetings and distribute agendas to HSEMC members and to interested persons pursuant to ORS 192.640.

6.5 Term of Office. The term of office of each officer shall be one year and continuing until his or her successor is chosen and assumes office. Officers shall be elected or re-elected, as applicable, annually by the HSEMC at the first meeting of the calendar year. Terms of officers will be limited to three consecutive terms, unless otherwise agreed upon by the HSEMC members by majority vote.

6.6 Removal of Officers. Officers may be removed at any time by the HSEMC by the affirmative vote of all then-appointed members of the HSEMC.

7.0 Adoption, Amendment and Repeal.

7.1. Adoption and Effective Date. These Bylaws were originally adopted as the Bylaws of the HSEMC on the 12th day of March, 2009, by the HSEMC, effective upon adoption.

7.2 Amendment, Modification or Repeal. The HSEMC (but not a committee thereof) shall have the power to modify, amend and/or repeal these Bylaws by a two-thirds (2/3) vote of the members present at any open meeting at which a quorum is present. Such vote may only occur after each HSEMC member has been provided no less than fifteen (15) days advance, written notice of the proposed modification, amendment or repeal. Such notice shall set forth the proposed modifications or amendment or specify the Bylaws or parts thereof proposed to be repealed. The text of each modification, amendment or repeal of these Bylaws shall be attached to the notice with a notation of the proposed effective date of the modification, amendment or repeal. No modification, amendment or repeal will be effective prior to approval of the Board of County Commissioners according to Section 4.6, above.

7.3 Recording or Restatement. The text of each amendment to, modification to or repeal of these Bylaws shall be attached hereto with a notation of the date of such amendment, modification or repeal. At any time, and from time to time, the Chair may certify and publish a restatement of these Bylaws, as amended as of the date of such certification, for use in lieu of these Bylaws and the notations recorded hereunder.