

Charter Commission Bylaws



I. Creation

The Charter Commission (Commission) was appointed on December 3, 2020, by the Portland City Council in accordance with the Portland Charter's requirement that a Commission be convened at least once every 10 years (Portland Charter 13-301).

- A. Purpose.** The Commission's purpose is to review and recommend amendments to the Charter.
- B. Powers and Duties.** The Commission has all powers and duties imposed upon it by the Charter, including:
 - Determine the Commission's rules of procedure;
 - Review and recommend amendments to the Charter;
 - While the Mayor or Council may request that the Commission review specific sections of the Charter, the work and recommendations of the Commission shall not be limited to such specific sections; and
 - Provide a written report of the Commission's findings to the City Council.
- C. Sponsor Bureau.** Office of the Chief Administrative Officer, Office of Management and Finance (OMF)
- D. OMF Liaison Title.** Strategic Projects Manager, Strategic Projects and Opportunities Team, Office of Management and Finance
- E. Advise.** City Council

II. City Role

OMF will provide a project manager, facilitator, and other staff to assist the Commission with technical support, internal and external communication, logistics, and administration, and to provide advice to the Commission as requested.

OMF will provide public notice of all meetings, post materials to a webpage, and prepare meeting summaries that outline the issues discussed, the areas in which there is agreement, and any remaining issues on which agreement was not reached.

The facilitator will facilitate meetings to ensure a safe and welcome environment where all Commissioners can participate, and conduct meetings in a manner to foster collaborative

decision-making and consensus-building. The facilitator will not act as an advocate for any issue, individual, or interest group.

III. Frequency of Meetings

The Commission shall meet at least eight (8) times each calendar year and as otherwise necessary to conduct its business. Meetings shall be conducted in accordance with the operating procedures specified herein.

OMF will make every effort to eliminate barriers to Commissioner participation. This will include scheduling meetings that accommodate Commissioners' schedules to ensure the maximum participation possible, regular check-ins with Commissioners on their level of participation, and tools to encourage participation. If needed, Commissioners may receive childcare or technology to ensure that they are able to participate in meetings.

IV. Membership and Term

- A. Membership.** The Commission is comprised of twenty (20) members. There are no alternate members.
- B. Terms.** All terms began on December 3, 2020 and will end on December 3, 2022. During a regular meeting, a Co-Chair may move to extend the Commission's term for a specified period to complete the Commission's work. If a simple majority of the Commissioners present at the meeting votes in the affirmative, the Commission will then recommend the extension to City Council. The Council may then decide to reappoint Commissioners to additional terms or to extend terms.
- C. Term Limits.** There are no term limits or limits on extending an existing Commissioner's term.

V. Voting

A. Quorum. A simple majority of the Commission – eleven (11) Commissioners – is required to conduct business.

B. Voting. The Commission will use modified consensus decision making. If consensus cannot be reached, the affirmative vote of a simple majority of those present – fifty percent (50%) plus one (1) – will prevail. Votes of for, against, or abstentions are permitted.

C. Subcommittees. Subcommittees require a simple majority to conduct business. Subcommittees will use modified consensus decision making. If consensus cannot be reached,

the affirmative vote of a simple majority of those present – fifty percent (50%) plus one (1) – will prevail. Only Charter Commissioners may vote on subcommittees.

D. Absentee Voting. Absentee voting is prohibited.

E. Proxy Voting. Proxy voting is prohibited.

	Housekeeping Decisions	Process Decisions	Subcommittee Decisions	Charter Amendment Decisions
Type of decisions	Approve meeting minutes, etc.	Approve bylaws, create subcommittees, etc.	Move recommendations to the Commission, etc.	Recommend charter amendments to residents, City Council
Quorum	Eleven (11) or more Commissioners	Eleven (11) or more Commissioners	Fifty percent (50%) plus one (1) Subcommittee members	Eleven (11) or more Commissioners
How	Modified consensus. If no consensus reached, roll call vote. Minutes will reflect each Commissioner’s position.	Modified consensus. If no consensus reached, roll call vote. Minutes will reflect each Commissioner’s position.	Modified consensus. If no consensus reached, roll call vote. Minutes will reflect each Commissioner’s position.	Modified consensus, including roll call vote to meet Charter voting requirements. Minutes will reflect each Commissioner’s position.
What prevails	Fifty percent (50%) plus one (1) of Commissioners present	Fifty percent (50%) plus one (1) of Commissioners present	Fifty percent (50%) plus one (1) of Subcommittee members present	Fifteen (15) or more affirmative votes sends proposed amendment to voters; eleven – fourteen (11-14) affirmative votes sends proposed amendment to City Council for potential referral to voters.
Absentee Voting	Prohibited	Prohibited	Prohibited	Prohibited
Proxy Voting	Prohibited	Prohibited	Prohibited	Prohibited

VI. General Operating Procedures

A. Creating a Respectful and Inclusive Space. The Commission will develop working agreements to create an inclusive and welcoming environment during the Commission's work. The Commission will reinforce its commitment to a respectful and inclusive space by acknowledging the group agreements before each meeting.

B. Disclosure of Conflicts of Interest.

- Commissioners are required to comply with the entirety of Oregon Revised Statutes Chapter 244 (Government Ethics) and Portland City Code Chapter 1.03 (Code of Ethics).
- A Commissioner is required to make an announcement of the nature of a conflict of interest each time the issue giving rise to the conflict of interest is discussed or acted upon.
- The announcement needs to be made on each occasion when the Commissioner is met with the conflict of interest.
 - For example, an elected member of the City Council would have to make the public announcement one time when met with the conflict of interest, but only one time in each meeting of the City Council. If the matter giving rise to the conflict of interest is raised at another meeting, the disclosure must be made again at that meeting.
- OMF staff is obligated to record and keep all conflicts of interest that are announced during each meeting.
- If it is found that a Commissioner did not disclose a conflict of interest, the OMF Liaison must alert the other members of the Commission of the instance as soon as the incidence is known.
- Any potential or actual conflict of interest noted by OMF staff will be included in the recommendation report provided to City Council.

C. Modified Consensus Decision Making. The Commission will make decisions collaboratively – all viewpoints will be honored, respected and have appropriate time for consideration.

To make a decision on any proposal or matter:

- The Commission may receive informational briefings;
- Commissioners will deliberate (the facilitator will use the stack method to identify who speaks and when and encourage participation by all Commissioners);
- After deliberation, Commissioners will identify whether they are supportive, neutral or in opposition. If all Commissioners are supportive or neutral, the

proposal or matter passes. If any Commissioner is in opposition, Commissioners will take a roll call vote.

D. Use of Technology to Facilitate Remote Meetings.

- The Chat function will be used only for social comments, e.g. statements of encouragement, congratulations on birthdays. Questions or comments about the Commission’s work shall be stated verbally and not written in the chat.
- The polling function will be used only to determine if Commissioners are ready for a formal vote or if more deliberation is needed.
- All remote meetings will provide at least minimal accessibility (e.g. closed-captioning). Meetings will be recorded to increase transparency and accessibility.

E. Public Participation. The Commission values public participation, involvement, engagement, co-creation and collaboration.

- Commissioners are encouraged to engage community networks outside of public meetings. Information obtained from those engagements should generally be recorded and brought back to the Commission for discussion. There may be times when Commissioners choose not to disclose the source of the information.
- Public meetings:
 - Members of the public shall have the opportunity to comment – both in person (or remotely) and in writing – on proposed Charter amendments.
 - Members of the public may have the opportunity to comment.

VII. Removal and Resignations

A. Vacancy. A vacancy exists on the Commission upon a Commissioner’s resignation, death, inability to serve or failure without cause to attend three (3) successive regular meetings. If a vacancy exists, the Council member who made the original nomination, or that member’s successor in office, may nominate a person to fill the unexpired term of office, subject to confirmation by Council. The Commission anticipates that the Council member will make any future appointments in a manner consistent with Council’s “one city” approach to its December 3, 2020 appointments.

B. Censure. Any Commissioner who fails to disclose a conflict of interest or who receives three (3) or more written warnings from a Co-Chair that the Commissioner is in violation of the Commission’s working agreements may be removed by a vote of censure approved by fifteen (15) or more of the Commissioners.

C. Removal Process.

- For unexcused absences: The OMF Liaison will keep meeting attendance records and inform the Co-Chairs of any unexcused absences. If a Commissioner has unexcused absences for three (3) successive regular meetings, the Co-Chairs shall inform the Commissioner in writing that the Commissioner has been removed from the Commission.
- For failure to disclose a conflict of interest or Code of Conduct violations: The OMF Liaison will inform City Council of the Commission's vote of censure. If the Commission voted to approve the censure, the Co-Chairs shall inform the Commissioner in writing that the Commissioner has been removed from the Commission.

D. Resignation Process.

Commissioners shall make a good faith effort to complete their term. If a Commissioner determines it is not possible to complete their term, the Commissioner shall submit a letter of resignation to the OMF Liaison and the Co-Chairs.

VIII. Officers and Subcommittees

The presiding officers of the Commission shall consist of two (2) co-chairpersons (Co-Chairs). The Commission will use modified consensus decision making to nominate and appoint the Co-Chairs. Terms of the Co-Chairs will fluctuate based on workflow. There are no term limits.

Co-Chair Responsibilities:

- Support the facilitator's role to lead discussions and keep the Commission to time/task
- Collaborate with staff and the facilitator on meeting agendas
- Provide guidance on content and ideas to meet the Commission's goals
- Establish time limits on testimony by members of the public
- Provide direction to staff in preparation for public meetings
- Provide feedback to staff on a variety of issues
- Participate fully and equally as a member of the Commission
- Encourage modified consensus decision making
- Lead meetings when all attempts at reaching consensus have been exhausted
- Act as a Commission spokesperson

The Commission may divide its members into subcommittees authorized to act on behalf of the full Commission for an assigned purpose. The Commission may engage non-Commissioners in the work of subcommittees. Subcommittee meetings are also subject to Oregon Public Meetings Law and must abide by quorum requirements when voting. The quorum for subcommittees is a simple majority (fifty percent (50%) plus one (1) of the number of seats).

IX. Facilitator Role

A facilitator will assist the Commission and OMF staff. The facilitator will be responsible for the Commission's process, and will not advocate on behalf of any issue, any interest group, or any member of the Commission. Specific facilitators' responsibilities include:

- Draft meeting agendas and compile meeting materials in coordination with OMF staff
- Collaborate with Co-Chairs and OMF staff on appropriate tools to advance Commission discussion
- Keep the Commission focused on the agreed-upon time/task
- Encourage participation from all Commissioners
- Help the Commission find process solutions that meet everyone's needs
- Turn the meeting over to the Co-Chairs when all attempts to reach consensus have been exhausted

X. Communications

Commissioners agree that transparency is essential to all information gathering, deliberations and decision making.

- Interest Groups. Commissioners shall notify the OMF Liaison and the full Commission of verbal communications with interest groups. Commissioners are required to copy the OMF Liaison on all written communications from or to interest groups commenting on the Commission's work.
- Media. Media inquiries to the Commission must first be directed to the Co-Chairs who may delegate the media response to another Commissioner or to the OMF Liaison. Commissioners are required to copy the OMF Liaison on all written communications from or to media commenting on the Commission's work.
- All written communications between Commissioners and the general public, interest groups and media will be retained by the OMF Liaison. The public and Commissioners will have access to these public records.

Please refer to the Communications Guidelines for additional guidance.

XI. Public Meetings and Public Records

Meetings of the Commission and its subcommittees are open to the public and will be conducted under provisions of the Oregon Public Meetings Law (ORS 192.610-690). The Commission's OMF liaison will provide at least seven (7) days' notice to the public regarding the dates, times, locations, and principal subjects of all meetings and at least twenty-four (24) hours' notice of any special meetings. Commissioners can participate through telephone or other electronic communication. Commissioners are not allowed to deliberate towards a decision over email, as public participation needs to be guaranteed through that process.

All records of the Commission will be maintained and open to the public according to the Oregon Public Records Law (ORS 192.311-363).

XII. Amendment of Bylaws

The Commission may vote to amend or repeal these bylaws.

Original Bylaws Created by the Charter Commission on June 15, 2021.