BYLAWS

Sustainability and Climate Commission ("Commission")

I. Creation.

The Commission was created on June 7, 2025, by Portland City Code 3.136.

II. Frequency of Meetings.

The Commission aims to meet monthly.

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

III. General Operating Procedures.

A. Quorum. Simple majority of Commissioners: 50% plus 1.

B. Voting. A quorum of voting Commissioners is necessary to make decisions that represent the position of the Commission and to fulfill any other responsibilities. Proxy/absentee voting is not allowed.

C. Modified Consensus Decision Making. Meetings will be conducted to foster collaborative decision-making to honor, respect, and give all viewpoints appropriate time and consideration. To make a decision on any proposal, amendment, or matter:

1. Staff or facilitators will call each agenda item and notify the Commissioners when an agenda item requires voting.

2. Staff or facilitators will provide a briefing or background on the agenda item that requires voting, then open time for Commissioner discussion and questions.

3. When discussion and questions are concluded, Commissioners can make a proposal to vote. Staff or facilitators will call a vote.

Commented [EV1]: Comment from Alternate Skai:

1. Should the Bylaws describe the composition of the committee? Number of commissioners, alternates, districts covered, and terms?

2. Should the role of Alternates be described in the Bylaws? I know that Alternates don't make motions or vote. I assume they/we're not counted in the quorum. Is there a time when an Alternate assumes a Commissioner role? Should any of that be included here?

3. For the voting, especially the stand aside, I assume that there is discussion before the vote and the Commissioner sharing concerns after the vote is just for documenting those concerns. The way the Bylaws read, it feels like they just vote and then describe why they stood aside.

4. Also on voting, there is no "abstain" or "recuse" option listed. If I were a voting member, and a topic came up about hospitals, I would presumably not vote on that action based on a conflict of interest. (Or in the conflict of interest situation, would I just stand aside and then state my conflict?)

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4. Commissioners will use a modified consensus decision making process with three options:

   i. Affirmative: The Commissioner agrees with the proposal.

   ii. Stand aside: Affirmative, but with stated and unresolved concerns. The Commissioner has concerns with the proposal but is willing to implement it if the proposal moves forward. The Commissioner will have time to briefly state their concerns after the vote, and their concerns will be recorded in the minutes.

   iii. No: The Commissioner does not agree with the proposal and has serious concerns.

5. Passage: An item passes when the votes cast as "affirmative" and "stand aside" are equal to or greater than the simple majority. In the case of a vote that leads to a tie vote, the Chief Sustainability Officer will be called to break the tie.

D. Use of Technology to Facilitate Meetings.

Zoom Webinar is used to fulfill Oregon Public Meeting and Records laws. Commissioners are panelists on Zoom that have access to the chat to propose amendments and provide information. All chat activities will be a part of meeting minutes. Commissioners will also use Zoom for discussion and questions as follows:

~~1. When a Commissioner would like to speak, they must raise their hand via Zoom to be put into the speaking queue.~~

~~2. Staff or facilitators will call upon Commissioners to speak in the order of the queue.~~

~~3. If a Commissioner has already spoken while there are others in the queue that have not, staff or facilitators will prioritize those who have not spoken yet.~~

Commented [EV2]: Amendment from Commissioner Stephanie Kaza.

IV. Removal and Resignations.

A. Removal Process.

1. <u>For Unexcused Absences</u>
   Staff will track attendance in accordance with the citywide attendance policy and notify the Chief Sustainability Officer and Commission leadership of unexcused absences. When a Commissioner is at risk of reaching the maximum number of allowed unexcused absences within a given year, the Chief Sustainability Officer, Commission leadership, or Commission Coordinator will issue a single verbal and written warning. If a Commissioner exceeds the maximum number of allowed unexcused absences, the Chief Sustainability Officer will issue written notice of

removal from the Commission.

2. For Conflicts of Interest
   All conflicts of interest must be disclosed. If a Commissioner fails to disclose a conflict of interest:

   i. The Commission Coordinator will inform the Chief Sustainability Officer and Commission leadership of any failures to disclose a conflict of interest.

   ii. The Commission Coordinator, in coordination with the Chief Sustainability Officer and Commission leadership, will inform the Commissioner in writing via email of the violation.

   iii. After every undisclosed conflict of interest, the Commissioner will meet with the Chief Sustainability Officer, Commission Coordinator, and City Attorney.

   iv. Any Commissioner who receives three (3) or more written warnings will be removed, and the Chief Sustainability Officer and Commission leadership will inform them in writing via email that they have been removed as a member of the Commission.

3. For Other Reasons
   i. The Commission Coordinator will inform the Chief Sustainability Officer and Commission leadership of any other violations.

   ii. The Commission Coordinator, in coordination with the Chief Sustainability Officer and Commission leadership, will inform the Commissioner in writing, via email, that they have been removed as a member of the Commission.

B. Resignation Process.

Commissioners are expected to make a good faith effort to complete their term. In cases where this is not possible, Commissioners are expected to provide notice to the staff liaison in writing (preferred) or verbally. Commissioners are encouraged to complete the Resignation Form and submit it to the staff liaison.

V. Leadership.

The Commission leadership consists of two (2) Co-Chairs that share equal responsibilities and divide tasks collaboratively: one (1) youth Co-Chair and one (1) non-youth Co-Chair.

A. **Duties**. The Co-Chairs' duties include, but are not limited to:

1. Representing the full Commission in an official capacity.

Commented [EV3]: Comment from Commissioner Stephanie Kaza:
I support the pipeline training approach to include youth on the Commission but I feel we should not be using age as a criterion in choosing our co-chairs (nor gender, race, etc). What if, for a thought experiment, we decided to have one senior and one non-senior as co-chairs? I would not support that proposal either for the same reason.

I believe we need two politically savvy and experienced co-chairs to advocate strongly to city council and staff for climate needs, two people who have earned the trust and respect of the Commission members. I feel we would not be well served in meeting our commission goals by having a new chair every six months who must go through a steep learning curve to be effective.

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2. Attending monthly Leadership Team Meetings with the Chief Sustainability Officer and Commission Coordinator.

3. Outgoing Co-Chairs are responsible for attending the first Leadership Team Meetings with incoming Co-Chairs.

4. Providing strategic support, helping set priorities, and assisting in agenda setting.

5. Facilitating Commission meetings and overseeing voting processes.

B. **Duration.**

Non-Youth Co-Chairs serve for one (1) year and Youth Co-Chairs serve for six (6) months. Both may serve up to two (2) consecutive terms. Co-Chairs elected using the emergency election voting procedures outlined in Section V.D. serve only until the end of the term of the Co-Chair they replaced.

C. **Nominations.**

Commissioners can nominate themselves or another Commissioner. Nominees can choose to accept or decline their nominations.

D. Voting.

Staff will conduct leadership elections separately for the Youth Co-Chair and non-Youth Co-Chair positions using ranked choice voting. The top nominee receiving the highest ranking will serve as Co-Chair. Voting will be every six (6) months for the Youth Co-Chair position and every one (1) year for the non-Youth Co-Chair. If a Co-Chair resigns before their term ends, emergency elections will be conducted by staff at the following Commission meeting.

VI. Committees.

The Commission may divide its members into committees authorized to act on behalf of the full Commission for an assigned purpose. After a committee has been created, the committee may elect its own leadership using a simple majority vote of the committee members in attendance. Committee meetings are subject to Oregon Public Meetings Law and must abide by the operating procedures outlined herein. Committee creation is subject to the capacity and resources of the City.

VII. Communications.

Commissioners agree that transparency is essential to all the Commission's work, including communications, deliberations and outreach. Accordingly, Commissioners are required to notify the Commission Coordinator via email of communications with media, including social media. Commissioners are required to copy the Commission Coordinator and Co-Chairs on written

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communications with all external parties and groups. These communications will be included in the public record and copied to the full Commission as appropriate.

VIII. Amendment of Bylaws.

The Commission may vote at any time to recommend to the Chief Sustainability Officer amendments or repeal of these bylaws. The Commission Coordinator may also recommend changes to the Chief Sustainability Officer. The Chief Sustainability Officer must sign off on original bylaws and any amendments to the bylaws. Bylaws are subject to City Attorney review and approval. The Commission has no authority to amend bylaws without approval.

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Original Bylaws Created by: Elaine Vizka Livingstone, on December 3, 2025.
(Sustainability and Climate Commission Coordinator)

Approved by: Vivian Satterfield, December 9, 2025.
(Chief Sustainability Officer)

Amended by: Sustainability and Climate Commission Bylaws Committee on April 1, 2026.

Approved by: Vivian Satterfield, on April 29, 2026.
(Chief Sustainability Officer)

Adopted by: Sustainability and Climate Commission, on_____.
(date adopted)

Approved by:_____, on_____.
(Chief Sustainability Officer) (date approved)

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