

**Northwest Oregon
Area Commission on Transportation
(NWACT)**

BYLAWS

Adopted: November 4, 2004

NW Oregon Area Commission on Transportation (NWACT)

I. BACKGROUND

The jurisdictions representing Columbia, Clatsop, Tillamook, and western Washington County were granted a charter by the Oregon Transportation Commission (OTC) establishing an Area Commission on Transportation (ACT) for the Northwest Oregon region as of _____20__.

II. AUTHORITY

ORS 184.610 to 184.666 gives the Oregon Transportation Commission authority to establish the policies for the operation of the Oregon Department of Transportation and for the administration of programs related to transportation. The Northwest Oregon Area Commission on Transportation (NWACT) is an advisory body chartered under authority of the OTC. The OTC may charter an ACT when it demonstrates, and as long as it maintains, a structure consistent with the requirements contained herein. The OTC retains oversight and final decision making authority to assure efficient management of the state Transportation System. ACTs provide valuable input and recommendations to that process.

NWACT is a voluntary association of government and non-government transportation stakeholders and has no legal regulatory, policy or administrative authority. NWACT processes and resulting recommendations shall comply with relevant laws, regulations, and policies. As an advisory body to the OTC with authority to make recommendations on policy or administration, NWACT meets the definition of a "Governing Body" and falls under the requirements of the Public Meetings Law, ORS 192.610 to 192.690. NWACT members shall comply with the requirements of Oregon Government Standards and Practices laws concerning conflict of interest.

III. MISSION

- Provide a local public forum for information, discussion and coordination of transportation issues, projects and funding procedures affecting the region;
- Recommend state transportation investment priorities based on local transportation system plans (TSPs) and addressing identified needs in the region
- Advocate Northwest Oregon transportation issues to neighboring regions and other organizations;
- Advise the Oregon Transportation Commission on policies and project priorities for the region's transportation system.

III. ROLES AND RESPONSIBILITIES

NWACT shall perform, but not be limited to, the following:

- Prioritize area modernization project recommendations for the Developmental State Transportation Improvement Plan (STIP), Construction STIP, and long-range planning projects based on state and local transportation plans related to the area.
- Provide recommendations to the OTC regarding program funding allocations for the STIP, balancing local, regional, and statewide perspectives.
- Make recommendations to ODOT regarding special funding opportunities and programs.
- Advise ODOT on corridor plans or local transportation system plans (TSPs) that contain projects of regional significance (i.e. a new highway bypass).
- Advise the OTC on state and regional policies affecting the area's transportation system, including proposed ODOT policies and their implementation.
- As applicable, consider all modes and aspects of the transportation system in formulating recommendations including: air, rail, highway, trucking, transit, bicycle and pedestrian facilities.
- Communicate and coordinate regional priorities with other organizations, including:
 - Other ODOT Regions and ACTs and Metropolitan Planning Organizations (MPOs)
 - Governor's Economic Revitalization Team
 - Regional Partnerships and Regional Investment Boards
 - ODOT advisory committees
- Provide a forum to advance the public awareness and understanding of transportation issues among stakeholders
- Establish a public process consistent with state and federal laws, regulations and policies.
- Document NWACT's public process and resulting recommendations
- Report to the Oregon Transportation Commission at least once every two years.

IV. NWACT Board

A. Voting Membership

Membership of NWACT consists of the following:

- Four County Commissioners* (One per county)
- Four City Officials** (One per county)
- Four Community/Small City Officials** (One per county)
- Two ODOT Area Managers (ODOT Region 1 and Region 2)
- Three Port Members (One each from Clatsop, Columbia and Tillamook counties, selected by Port caucus) Should a port district be established in western Washington County, another member slot will be added to NWACT
- Three Transit District or other Public Transportation Provider Members (One each from Clatsop, Columbia and Tillamook counties, selected by Transit District caucus or other agency with public transportation jurisdiction) Should a transit/transportation district be established in western Washington County, another member slot will be added to NWACT
- Eight Citizen-At-Large Representatives – Two per county, selected by the county’s commissioners, following public advertisement of the position. Members are non-elected citizens selected from private interests including but not limited to freight, trucking, bicycle, pedestrian, public transportation system, public interest advocacy groups, environmental, land use, local citizens, business, education, minority organizations, public safety providers, non-profit organizations, etc.

* All local governmental agency members are elected officials. Alternates may be elected officials or agency staff.

** County commissions affirm representatives selected by cities for voting membership.

Total Voting Membership 28 members

Members are responsible to report to their individual constituencies the content of discussions and decisions. They are responsible to contribute the interests of their constituencies to NWACT for the overall benefit of the area.

B. Ex-Officio (Non-Voting) Members

- Adjacent Area Commissions on Transportation (ACTs) and Metropolitan Planning Organizations (MPOs)
- Cities of Cornelius and Forest Grove
- Clatsop–Nehalem Tribe
- Congressional Delegates
- Economic Development Councils
- Legislators
- NW Oregon Regional Partnership Representative
- Oregon Transportation Commission

C. General Stakeholders (engaged through public involvement, Advisory Committees and other outreach efforts):

- Army Corp of Engineering
- Business Associations
- Chambers of Commerce
- Community Service Organizations
- Construction Industry
- Department of Environmental Quality
- Department of Labor
- Department of Land Conservation and Development
- Disabled
- Division of State Lands
- Elderly
- Environmental Groups
- Financial Institutions
- Forestry (Emergency road system)
- Housing and Urban Development (HUD)
- ODOT Rail
- Oregon Department of Aviation
- Oregon Economic and Community Development
- Oregon Housing and Community Services
- Real Estate/Land Developers
- Schools
- Travel/Tourism (AAA and others)
- Utility Companies
- Other

D. Alternates

Jurisdictions appointing a primary member are responsible for selecting and assuring the qualifications of their alternate. The vote of the Alternate is assumed to represent the vote of the ACT member for whom they are standing in. Members shall inform their Alternate when she/he is needed to attend the NWACT meeting in their place and provide them with direction regarding any issues up for consideration. Alternates representing local governmental agencies need not be elected. When votes are taken, an alternate may vote in place of the primary member only if the primary member is absent.

Should a member have to resign in mid-term, the alternate may continue to serve in the capacity of alternate until a new member is selected by the jurisdiction or appointing authority.

E. Officers

A Chair, Vice-Chair, and Second Vice-Chair shall be elected by the membership and serve a one year term. NWACT officers may be re-elected to more than one term of office. The Chair shall preside at all meetings attended, sign documents and correspondence, orient new members, approve agendas, oversee staff, represent NWACT in other venues and serve as NWACT's official spokesperson.

The Vice-Chair shall serve as the Chair's primary alternate and shall preside at NWACT meetings in the Chair's absence and assist the Chair in new Board member orientations as needed. The Vice-Chair shall also chair subcommittees as required. The Vice-Chair may be considered a developmental position for election to NWACT Chair in the future.

The Second Vice-Chair shall serve as the Chair's secondary alternate and shall preside at NWACT meetings in the Chair and Vice-Chair's absence. The Second Vice-Chair shall also chair subcommittees as required.

F. Election of Officers

NWACT's Chair, Vice-Chair, and Second Vice-Chair shall be elected annually. Nominations for officers will be presented to the Board in December or at the last scheduled meeting of the year, with election of officers in January, or the first scheduled meeting of the year. To be elected, officers must be in good standing with no more than three (3) consecutive absences in the past year.

If the Chair position becomes vacant at any time during the term, the Vice-Chair shall replace the Chair. Similarly, if the Vice Chair position becomes vacant, the Second Vice-Chair shall replace that position. If more than one vacancy occurs, an election may be scheduled at the direction of NWACT members.

G. Executive Steering Committee

NWACT's Executive Steering Committee shall consist of the Chair, Vice-Chair, Second Vice-Chair and ODOT Region 1 and 2 representatives and shall meet as needed. Duties of the Executive Steering Committee included development of NWACT agendas for final approval by the NWACT Chair, development and monitoring of NWACT's Work Plan, mentoring of new members and annual performance reviews of NWACT and ODOT staff.

The Executive Committee is empowered to act on behalf of the full NWACT subject to the following procedures:

1. An Executive Steering Committee meeting is scheduled at a time when a majority of Steering Committee members are available.
2. Notice of the time and place of the Steering Committee meeting is given by e-mail, writing and/or telephone to all NWACT members.
3. The meeting is open to any NWACT member who can attend. If a vote is needed during the meeting, any voting member (or their alternate) who is present may participate in the vote.
4. A full discussion of the action taken by the Steering Committee is put on the next NWACT agenda.

H. Member Terms of Office

Members and their alternates will serve for two years and may be re-appointed. Members will be appointed on alternate years. Member terms of office start in January.

I. New Member Orientation

All new members shall go through an orientation with either the Chair or Vice-Chair. This orientation reviews current transportation issues, meeting and attendance procedures and Board ethics. New members are provided a NWACT orientation package, which includes a fact sheet on NWACT, current Board roster, and annual schedule of meetings.

J. NWACT Member Participation Expectations

NWACT members are expected to be on time for meetings, take part on sub-committees, use proper decorum in meetings (no side conversations, be recognized by the Chair before speaking), and participate at NWACT-sponsored public events. Members are expected to have read packets prior to a meeting and have consulted with constituents if necessary. If a member brings a topic to NWACT for discussion, advance materials need to be provided, or enough copies of the materials for all members must be brought to the meeting. Cell phones and beepers are to be turned off during meetings, except in emergency standby situations.

Members are responsible to report to their individual constituency the content of discussions and decisions. They are responsible to contribute the interests of their constituency to NWACT for the overall benefit of the area.

K. Attendance Commitments

Members or their alternates are expected to attend each regular meeting. Members are expected to RSVP within 72 hours of a meeting, if unable to attend. Meeting notices will be emailed, and a RSVP can be sent via email. It is expected that the primary voting member will attend consistently and not regularly substitute his or her alternate. Primary member and alternate attendance is tracked by NWACT staff, and provided to NWACT at each meeting. Attendance is reported to county commissions quarterly.

L. Conflicts of Interest

Member conflicts of interest must be disclosed prior to participation in any discussion or deliberation. Members with a conflict of interest will not participate in voting.

M. Removal of Members

Should a member be absent from three (3) consecutive meetings, NWACT shall notify the represented jurisdiction and encourage more active participation. In such an event, the represented jurisdiction may choose to make a replacement appointment at any time.

N. Lobbying

NWACT, as a body, will not *formally* establish positions on issues that are before voters or the legislature for consideration.

O. Media Relations

If contacted by the press, members are requested to inform the NWACT Chair (or staff) as a courtesy. Members may discuss issues with the press, but if they express a position other than the one taken by NWACT, members must be clear they are representing their own personal viewpoint. Press releases will be issued on all major NWACT decisions.

V. OPERATIONS

A. Decision-Making

NWACT uses a collaborative approach to problem solving where all members agree to support decisions made by majority vote or by consensus. Decisions shall be sought by consensus first, and by majority vote if a consensus cannot be reached. Consensus means that all members agree to accept the decision even though they do not fully agree with the decision.

B. Meetings

Meetings are held monthly unless extenuating circumstances prohibit or members indicate a preference for more, or less, frequent meetings for a period of time. Meetings are open to the public and the media is notified. Protocol for regular meetings shall be:

- Members are notified by email and/or regular mail for all meetings
- Meeting notices and agendas are sent out to all members, NWACT Stakeholders, the press, ODOT public affairs one week in advance of meeting. Email notification will be used to the largest extent feasible.
- Meeting arrangements: To be held on a rotating basis in all four (4) member Counties.
- Guest Speakers – to be arranged by Executive Steering Committee members or staff, as needed.
- Meeting Minutes – Minutes of the previous meeting are sent out with notifications one week prior to the following meeting and posted on the NWACT website. An electronic version of meeting minutes is sent to ODOT public affairs staff, and posted by them on the ODOT website.

C. Meeting Quorum

Nine (9) or more members or alternates must be present in order for NWACT to conduct a vote. The vote outcome will be determined by a simple majority of those present. Quorum may include teleconferencing of members, if feasible. The Commission may consider purely informational items with less than a quorum present.

D. Special/Emergency Meetings

In the event the Oregon Transportation Commission or the ODOT Region 1 or 2 Manager requests a recommendation from NWACT and a decision is required prior to the next regularly scheduled meeting, the Executive Committee is empowered to act on behalf of the full NWACT subject to the following procedures:

1. An Executive Steering Committee meeting is scheduled at a time when a majority of Steering Committee members are available.
2. Notice of the time and place of the Steering Committee meeting is given by e-mail, writing and/or telephone to all NWACT members.
3. The meeting is open to any NWACT member who can attend. If a vote is needed during the meeting, any voting member (or their alternate) who is present may participate in the vote.
4. A full discussion of the action taken by the Steering Committee is put on the next NWACT agenda.

E. Work Plan

NWACT's Executive Steering Committee shall develop an annual work plan that is reviewed and adopted by NWACT members. The Work Plan can be amended at any time. Annual accomplishments, based on the Work Plan and other achievements, shall be reviewed once a year and an Annual Report prepared.

F. Staffing and Financial Support

NWACT is staffed either by ODOT or an organization with which ODOT contracts administrative services. NWACT and ODOT jointly agree how NWACT is staffed. ODOT provides planning staff assistance to NWACT and financial support sufficient for administration of NWACT to meet OTC expectations. Primary NWACT staff duties include:

1. Develop and maintain mailing lists for Commission/Committee members and interested parties.
2. Arrange for meeting facilities, including meeting locations that comply with ADA access requirements.
3. Prepare, copy and mail meeting notices and agenda packets to Commission members and interested parties.
4. Attend meetings, take minutes, ensure facility set up is as desired, set out meeting materials, name plates and meeting amenities. Clean up after meetings.
5. Prepare/distribute complete minutes.
6. Assure that all NWACT meeting and subcommittee meetings comply with the standards of the Open Meetings law for public notice, access to records, and other requirements.
7. Provide public information to those who contact the NWACT.
8. Annual or semi-annual Newsletter.
9. Maintain NWACT Web Site.
10. Prepare and distribute other mailings, notifications as needed.
11. Prepare orientation materials for new ACT members
12. Maintain current NWACT roster and attendance log.
13. Provide information to members when requested or necessary.
14. Prepare correspondence from NWACT Chair regarding transportation recommendations and other related matters.
15. Staff NWACT subcommittees, as needed.

16. Updates minutes, work plan and bylaws/operating agreements, as directed and approved by NWACT members.
17. NWACT staff is advisory to the NWACT members. Staff does not directly participate in the decisions or policies of the NWACT.
18. Other duties as assigned.

VI. Public Involvement

For NWACT to fulfill its advisory role in prioritizing transportation problems and solutions and recommending projects, the ACT involves the public and stakeholders in its decision making process following its Public Involvement Plan. As NWACT considers local, regional and statewide transportation issues, it provides public information and involves the public in its deliberations. To comply with federal Environmental Justice requirements, the public involvement process includes a strategy for engaging minority and low-income populations in transportation decision making.

As an advisory body that has authority to make recommendations to the OTC on policy or administration, NWACT complies with the requirements of Oregon's Public Meetings Law, ORS 192.610 to 162.690 and follows all relevant federal laws, regulations and policies for public involvement, including Title VI, and all applicable ODOT policies. Meeting materials and facilities are accessible to those with disabilities pursuant to ADA standards. Sign language interpreters shall be provided upon a request being made no later than 72 hours prior to the meeting time. An attempt will be made to provide assistive listening devices and/or bilingual interpretative services upon a request being made no later than 72 hours prior to the meeting time. In its biennial report, NWACT describes how it meets these minimum requirements.

VII. BASIS FOR DECISION-MAKING

NWACT functions as an advisory board to the OTC, which has the final decision authority. NWACT deliberation processes and resulting recommendations comply with relevant laws, regulations and policies. Recommendations are based on applicable local, state, and federal adopted transportation plans, policies and procedures, including, but not limited to:

- Transportation System Plans
- Project selection criteria and prioritization factors approved by the OTC, including Oregon Transportation Management System data
- Oregon Transportation Plan and supporting mode plans (e.g., Oregon Highway Plan and Oregon Public Transportation Plan).
- Oregon Public Meetings Law, ORS 192.610 to 192.690.
- State corridor and facility plans
- Transportation Planning Rule, OAR 660-012
- Metropolitan Planning Organization (MPO) regional transportation plans
- Federal transportation planning regulations
- Local government plans, regulations, and ordinances
- State Agency Coordination Program, ORS Chapter 244

NWACT may use additional criteria to select and rank projects provided the criteria do not conflict with any criteria established by the OTC. If NWACT chooses to use additional criteria, it will publish the new criteria in advance of any project submittal period and will inform those developing projects. NWACT applies regional and statewide perspectives to their considerations.

NWACT uses a collaborative approach to problem solving where all members agree to support decisions made either by majority vote or by consensus. Recommendations to the OTC are documented and forwarded along with the factors used to develop the recommendation, including any additional criteria utilized by NWACT in forming its recommendation. Recommendations to the OTC are in accordance with the approved STIP development timeline and NWACT decision-making process in its approved Charter.

If NWACT reviews Bridge or Preservation projects based on OTC approved criteria, the role of NWACT shall be to review the recommended list of projects and to provide information to ODOT regarding any special circumstances within the area that may apply to the prioritized list. Due to the highly technical nature of the bridge project selection, prioritization is primarily the responsibility of the ODOT technical staff utilizing the Bridge Management System. For preservation projects, the list from the Pavement Management System is

enhanced by NWACT knowledge/information that helps meet state and local objectives (e.g., leverage funding sources, bundle with other projects, coordinate with local projects).

VIII. COORDINATION

Because of the fundamental importance placed on recommendations by the ACTs, coordination shall be the primary obligation of NWACT with a goal to meet a high standard for this area. To ensure that recommendations have been reviewed for local, regional, and statewide issues and perspectives, NWACT communicates with others that may have knowledge or interest in the area. Working with a broad representation of stakeholder groups also helps provide a balance between local/regional priorities and statewide priorities. NWACT coordination includes, but is not limited to the following groups:

- Oregon Transportation Commission
- Other ACTs within and across ODOT regions, including JPACT and CPACT
- ODOT Advisory Committees
- Governor's Economic Revitalization Team
- Regional Partnerships and Regional Investment Boards
- Tribal Governments
- Metropolitan Planning Organizations (MPOs)
- Local Governments, Transit and Port Districts
- Stakeholder Groups (e.g., environmental, business, state and federal agencies with land holdings within the NWACT boundary).

A. Oregon Transportation Commission (OTC)

NWACT reports to the OTC at least once every two years. The report provides an opportunity for the Commission to review the NWACT Charter, operating agreements and proposed work program. If modifications are required to comply with new or updated OTC direction, changes will be incorporated at that time. NWACT or the OTC may initiate additional communication on an as needed basis.

The OTC's Northwest Oregon member serves as an ex-officio (non-voting) member of NWACT. The Commissioner's primary role is to facilitate open communication between NWACT and the OTC, and to keep abreast of local transportation issues in the northwestern corner of the state. Monthly meeting minutes are distributed to the OTC member. In addition, the Commissioner's attendance at NWACT meetings is encouraged, to keep NWACT apprised of statewide transportation issues facing the OTC. At meetings where the OTC member is in attendance, an open dialogue helps ensure that the OTC is made aware of local issues which are affected by transportation policy.

When NWACT forwards written recommendations to the OTC concerning projects and transportation policy, the Commissioner's role is to respond back to NWACT, describing the OTC's subsequent actions or position related to the NWACT's recommendations.

B. ACTs Within and Across ODOT Regions including JPACT and CPACT

NWACT coordinates with other ACTs, as needed for recommendations to the OTC that may have a regional impact (i.e., priorities along a specific highway corridor). To facilitate regular communications, adjacent ACTs are included on the NWACT mailing list and invited to all NWACT meetings. Meeting agendas and minutes are provided and adjacent ACT representatives are considered ex officio members.

C. ODOT Advisory Committees

Representatives of ODOT's specialized advisory committees (Local Officials Advisory Committee, Rail, Freight, Public Transportation, Bicycle/Pedestrian, Transportation Enhancement, Scenic Byways, and the Tri-Agency Committee for the Forest Highway Program) are included on NWACT's mailing list and invited to all NWACT meetings. These committees are asked to provide information to NWACT regarding their programs.

D. Governor's Economic Revitalization Team

Between 1995 and 2003, seven state agency directors, serving as the Governor's Community Solutions (CST) team, were actively engaged in developing an integrated and collaborative approach to community development. This group has subsequently been renamed the Economic Revitalization Team (ERT) with an increased emphasis on supporting economic development. NWACT uses the multi-agency resources of

the ERT early in the project review process to raise and resolve issues as appropriate. ERT also helps identify opportunities to leverage funds. The standing agencies of the ERT include:

- Oregon Department of Transportation (ODOT)
- Oregon Housing and Community Services (OHCS)
- Oregon Economic and Community Development Department (OECDD)
- Department of Land Conservation and Development (DLCD)
- Department of Environmental Quality (DEQ)
- Oregon Division of State Lands (DSL)
- Oregon Department of Agriculture (DOA)

Representatives of the ERT are included on NWACT's mailing lists and invited to all meetings.

E. Regional Partnerships and Regional Investment Teams

Regional Partnerships and Regional Investment Boards are composed of local partners in two or more counties. The cities, ports, and tribes within those counties agree to work together to provide a forum for coordination of economic and community development planning and investments so that strategies and processes for economic and community development are leveraged to the greatest extent possible to meet agreed upon priority issues, challenges, and goals. Representatives of these regional organizations are included on NWACT's mailing lists and invited to meetings. A representative of the NW Oregon Regional Partnership is a non-voting member of NWACT.

F. Tribal Governments

NWACT recommendations will consider the needs of Tribal Governments, as well as coordinate with the tribal Transportation Improvement programs and other projects developed by Tribal Governments if applicable. No tribal governments have jurisdiction within the NWACT region.

G. Metropolitan Planning Organizations (MPOs)

NWACT and the Portland metropolitan area MPO coordinate by communicating the priorities of each group.

H. Local Governments, Transit, and Port Districts

Transportation recommendations are coordinated with other local and regional community development activities. NWACT representatives of these groups are responsible for providing regular updates to their respective organizations on actions and recommendations being considered by NWACT.

I. Stakeholder Groups

Although it is not practical to include representatives from every stakeholder group on NWACT, a concerted effort is made to hear recommendations of stakeholders prior to making decisions regarding recommendations to the OTC. NWACT provides access to technical materials and supporting documentation during its decision making process and considers and responds to public input received during the planning and program development process.

IX. AMENDING NWACT'S BYLAWS

NWACT defines its manner of conducting business through agreed upon Operating Bylaws. Recommendations to repeal, amend, add to or replace these bylaws may be made by a seventy-five (75) percent vote of all voting members either in person or by proxy. Such changes shall be presented at one NWACT meeting, acted upon at the subsequent meeting, and effective the following meeting.

GLOSSARY ATTACHMENT

(To be added: Glossary of agency acronyms)

June 27, 2000 Operating Agreements Adopted
November 4, 2004 Bylaws Adopted