

# NESKOWIN CITIZEN ADVISORY COMMITTEE BYLAWS SUBCOMMITTEE

MS. SARAH ABSHER, CBO, CFM

**Director of Community Development | Tillamook  
County | 1510-B Third Street | Tillamook, OR 97141**

April 23, 2024

SUBJECT: PROPOSED NCAC BYLAWS

Dear Sarah,

The Bylaws Subcommittee of the Neskowin Citizen Advisory Committee (NCAC) is pleased to submit its proposed revised bylaws for your review. As you know, this has been quite an effort over the past year, involving many NCAC members.

The proposed bylaws are a complete revision from the currently-approved bylaws, and have been reformatted to align with Robert's Rules of Order Newly Revised 12<sup>th</sup> Edition recommended structure. We have made some effort to delineate the new format and wording compared to the existing bylaws, and offer the following documents:

1. Statement of the Bylaws Subcommittee
2. The Proposed Bylaws (clean version)
3. Mapping of the format (proposed vs existing)
4. Summary of major amendments (new format)
5. Redline version of proposed bylaws (from existing bylaws), including notes

We ask for approval of these proposed bylaws. Once you and County Counsel are satisfied with the proposal, we plan to present the result for adoption at a special NCAC membership meeting on Saturday, May 11. The motion to adopt will contain transition language relating to the officer election, as well as references to a near-future Policies and Procedures (P&P) document. We would also ask for flexibility for minor editorial edits following approval. Our complete document library may be found on the NCAC website.

Your time, advice and support throughout this process has been invaluable and very much appreciated. We look forward to receiving comments and approval to move forward toward adoption.

Sincerely,



Nancy Vandell, Chairperson

Neskowin Citizen Advisory Committee Bylaws Subcommittee

**STATEMENT OF  
THE BYLAWS  
SUBCOMMITTEE**

# STATEMENT OF THE NCAC BYLAWS SUBCOMMITTEE

April 23, 2024

The development of the Neskowin Citizen Advisory Committee (NCAC) Bylaws revision was done with a focus on achieving transparency, participation and inclusivity. The NCAC Bylaws Subcommittee has consistently considered the history of the NCAC and member concerns as part of its deliberations.

## *Transparency and Participation*

The process adopted by the subcommittee went beyond the requirements of Oregon Public Meeting Law to give voice to extensive member comment during 17 formal subcommittee meetings and nine informal bylaws feedback sessions. In addition, the subcommittee processed many email and telephone conversations. Participants were also given insight into the thinking of the subcommittee members individually and as a group. The proposed bylaws provide for specific member easy access to the meetings of the membership, officers and subcommittees of the NCAC as well as its records. This philosophy also reflects the attitudes and practices of the current NCAC leadership.

## *Inclusivity*

As proposed, the boundary of the NCAC area of responsibility is clarified and expanded to include the whole of the Neskowin watershed recognizing the importance of having a voice in land use matters affecting our water supply and the strongly voiced desires by stakeholders outside of the original community boundary to be included.

Residential ownership demography in Neskowin includes properties held in family trusts and LLCs. Therefore, the proposed language now extends membership access to holders of beneficial interests (trust beneficiaries) and partners in LLCs with some limitations. Subcommittee members and participating NCAC members extensively discussed concerns that some individual properties held in trusts, LLCs or fractional ownership could, and in some cases would, have large numbers of potential voters who could over-amplify the influence of those with an interest in that single property on issues before the NCAC. As an example, one residence in Neskowin has 17 separately deeded-fractional interests, each of which can have multiple owners. An overwhelming majority of those members participating in this discussion felt that some reasonable restrictions are necessary to avoid creating disproportionate representation of a single property and the resultant dilution of the voices and voting rights of other members.

The proposed bylaws were revised so that all decisions of policy and importance remain with the membership as a body, retaining where appropriate the necessity for memorializing minority as well as majority viewpoints for consideration by decision-making bodies. As drafted, the officers are provided only those powers and charged with those obligations necessary to facilitate the business of the NCAC and its membership. To that end, the bylaws create a framework for efficiencies for conducting the business of the NCAC, through the creation of the Executive Board.

# STATEMENT OF THE NCAC BYLAWS SUBCOMMITTEE

April 23, 2024

## *Organization and Structure*

The text of the proposed Bylaws generally follows the suggested structure set forth in Robert's Rules of Order Newly Revised, 12<sup>th</sup> Edition. It also has been formatted with Article and Section numbers for ease of reference, which are absent from the current Bylaws.

## *Transition*

Per Robert's Rules and these bylaws, the proposed bylaws take effect immediately upon adoption. Some issues with transition exist this first year. For example, the proposed bylaws moves the officer election meeting from June to April. However, the adoption meeting is in May, so the officer election will need to be the June meeting for this year only. Also, some items in the existing bylaws are being moved to a new Policies and Procedures (P&P) document. Work on this document will begin this spring and likely through the coming year, so these items will necessarily be in transition.

This is a complex document, and some minor editorial changes may need to be made. We will include in the adoption motion the flexibility to make those changes with notice, but no need for a further vote.

## *Acknowledgements*

The Bylaws Subcommittee is deeply grateful for the contributions of those who attended and spoke at its meetings and feedback sessions, as well as commented by email and telephone, including the current and past officers of the NCAC. These proposed Bylaws are as much a product of those participants as well as the members of the Subcommittee. We also thank Sarah Absher, Tillamook County Director of Community Development for her extraordinary time, advice and support throughout the process, and Commissioner Doug Olson, vice-chair of the Board of County Commissioners for Tillamook County, for his interest and participation. Finally, our appreciation for tech support and communications assistance goes to NCAC Secretary Jeff Weitzel.

Sincerely,

Wyatt Angelo  
Michael Beachley, Scribe  
Bill Miller  
Susan Schomburg  
Tom Siep, editor  
Nancy Vandell, chairperson

THE PROPOSED  
BYLAWS  
(CLEAN VERSION)

NESKOWIN CITIZEN ADVISORY COMMITTEE BYLAWS  
Proposed April 23, 2024

## ARTICLE 1. NAME

The name of the organization shall be the Neskowin Citizen Advisory Committee (NCAC).

## ARTICLE 2. OBJECT

The NCAC is a group of citizens that acts as an advisory body to county, state, and federal government agencies. The NCAC is dedicated to promoting communications between the citizens and government bodies on land use and other relevant issues.

In all activities, the NCAC shall provide for and encourage increased citizen participation. Activities shall be determined by the membership and include, but not be limited to:

- Make recommendations to applicable governmental bodies on:
  - Land use
  - Environmental impacts
  - Public safety
  - Public health
- Take actions as needed to suggest community plan and county code amendments:
  - Advocate for consideration of county services
  - Conduct special community studies
  - Pursue other matters as deemed relevant by the membership

## ARTICLE 3. MEMBERS

### Section A. NCAC Area

The NCAC Area is the area within the Neskowin watershed in Tillamook County. A reference map showing the NCAC Area is in the NCAC Policies and Procedures (P&P) document.

### Section B. Member Definition

Membership is open to all persons who identify as a member of the Neskowin community, are at least 18 years old, and have at least one of the following qualifications within the NCAC Area:

- Resident: someone who lives here at least 6 months of the year
- Property owner: someone who owns property here
- Business owner: someone who owns a business here

Formal definitions of the classifications are listed in Article 10.

For each property, up to four (4) authorized persons can qualify for membership and voting purposes for each category type. Any individual who qualifies for membership shall have only one (1) vote.

### Section C. Member Access

A copy of the NCAC Bylaws, meeting notes, agendas, and other relevant documents shall be available on the NCAC website.

### Section D. Member Rights

Membership in the NCAC extends full rights of participation, including the right of voting in NCAC meetings. Voting and declaration of membership shall be on the honor system.

## ARTICLE 4. OFFICERS

The elected officers of the NCAC are the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer. These officers shall perform the duties prescribed by these bylaws to achieve the objectives of the NCAC.

The Immediate Past Chairperson may serve as an ex-officio officer for the first year of the new Chairperson's term to provide continuity and support.

A Parliamentarian may be appointed by the Chairperson, subject to ratification by the membership.

No officers of the NCAC shall receive any financial payment for their services. Officers may, with membership approval, be reimbursed for expenses incurred on behalf of the NCAC.

### Section A. Duties of Officers

#### 1. Chairperson

The duties of the Chairperson are to:

- Conduct NCAC meetings
- Be the official spokesperson of the NCAC
- Coordinate officers' actions
- Select representatives to attend meetings and hearings
- Coordinate activities of subcommittees and task forces
- Set the agenda items, in consultation with the Executive Board

#### 2. Vice-Chairperson

The duties of the Vice-Chairperson are to:

- Serve as chair in the Chairperson's absence, or for any reason that the Chairperson needs to vacate the chair (for example, making a motion or taking a position on a decision)
- Assist the Chairperson and the other officers as needed

#### 3. Secretary

The duties of the Secretary are to:

- Record minutes of membership and Executive Board meetings
- Maintain records of NCAC, including but not limited to:
  - An email list of NCAC members
  - Meeting attendance
  - Minutes of all NCAC, membership, Executive Board, and subcommittee meetings
  - Financial reports
  - General history of the NCAC
  - NCAC Bylaws
  - Any other related public documents
  - List of all subcommittees and subcommittee members
- Hold ultimate responsibility for NCAC communications, but shall delegate communications tasks to the Communications Task Force, as described in Article 7

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4. Treasurer

The duties of the Treasurer are to:

- Coordinate with other officers the preparation of the next fiscal year's budget for approval by the membership at the annual membership meeting
- Receive funds of the NCAC and deposit them in a timely manner
- Prepare and present a written treasurer's report at regular meetings
- Prepare an annual financial report to the membership that includes gross receipts and disbursements for the year at the June regular membership meeting
- If required by the Executive Board, ensure that financial records are audited by a volunteer selected by the Executive Board at the end of each fiscal year

5. Immediate Past Chairperson

The duties of the Immediate Past Chairperson are to:

- Advise the Chairperson and other officers as requested
- Assist with transition of the new officers to the new Executive Board

6. Parliamentarian

The duties of the Parliamentarian are to attend NCAC membership and Executive Board meetings and give advice in parliamentary procedure when requested.

The Parliamentarian shall be entitled to all rights and privileges of membership including the right to make motions, debate and vote. The Parliamentarian is a non-voting member of the Executive Board.

Should the Parliamentarian wish to make a motion or debate, they will relinquish the position for that section of the meeting.

Section B. Nominations and Elections

Elections shall be held at the April NCAC regular membership meeting for those officers whose terms are expiring that year.

Nominations shall be opened by the Chairperson at the February meeting immediately prior to the April election meeting. Any willing member of the NCAC shall be eligible to be nominated for office. Anyone can nominate themselves for an office.

The Outreach Task Force chairperson shall communicate a list of officer candidates to the membership at least 14 days before the April NCAC regular membership meeting.

The election shall be conducted by the NCAC Chairperson unless they are a candidate, in which case the Vice-Chairperson or the Parliamentarian shall conduct the election.

The Outreach Task Force chairperson shall present the list of officer candidates at the election meeting.

Nominations shall be accepted from the floor with the proviso that candidates provide their qualifications for office.

Separate voting by the members present shall be held for each office under consideration.

If there is only one candidate for an office, a voice vote may be held. If more than one candidate, then a ballot or electronic poll vote shall be taken.

The winner shall be the candidate who receives a majority of the votes. If no candidate receives this threshold, a run-off shall be conducted at the same meeting between the two candidates receiving the most votes.

Newly-elected officers shall assume office on July 1. However, they may begin planning for the next year immediately as an Executive Board-elect, including budget planning and committee preparations.



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### Section C. Term of Office

Elected officers shall serve staggered two-year terms from July 1 to June 30.

The Chairperson and Secretary shall be elected in odd-numbered years. The Vice-Chairperson and Treasurer shall be elected in even-numbered years.

### Section D. Removal from Office

Any Executive Board member may be removed from office with or without cause by a two-thirds vote of the membership attending a membership meeting. A 14-day notice of the proposed action shall be given.

### Section E. Vacancies

Vacancies shall be filled by a vote of the membership at the next regular membership meeting to complete the unexpired term of the officer being replaced, pursuant to Outreach Task Force procedures described in Article 7.

## ARTICLE 5. MEETINGS

All NCAC meetings shall be held and associated documents made available in accordance with Oregon Public Meeting Law (OPML), these NCAC Bylaws and the P&Ps.

All meetings shall either be held solely via electronic meeting (video conferencing) or hybrid (electronic and in person), as determined by the NCAC Chairperson or the Executive Board, or the Subcommittee Chairperson, as appropriate.

Hybrid meetings shall provide real-time discussion among members attending electronically and in person.

### Section A. Meeting Descriptions

The NCAC has the following types of meetings:

- Membership meetings
- Executive Board meetings
- Subcommittee meetings

#### 1. Membership Meetings

There are three types of membership meetings.

##### *Regular Membership Meetings*

Regular membership meetings shall be held on the second Saturday of February, April, June, August, October, and December. Meeting dates may be changed by the Executive Board with at least 14 days' notice to the membership.

Election of officers shall be held at the April regular membership meeting. The June meeting shall be the annual meeting for the election of standing subcommittee members and approval of the budget for the following year.

Regular membership meeting notices shall be posted at least 14 days in advance of the meeting date on the NCAC website and distributed to the NCAC membership email list.

Members may request items be added to the regular membership meeting agenda at least seven (7) days prior to the Executive Board meeting held before a regular membership meeting. The Executive Board will consider the request and add it to the agenda if deemed within the scope of the NCAC.

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*Special Membership Meetings*

The NCAC Chairperson may call additional membership meetings due to special circumstances or to cover one or more topics in more detail. Examples are NCAC Bylaws revisions, P&P revisions, and tsunami evacuation plans.

Notice shall be the same as for regular membership meetings. Only business mentioned in the notice of a special meeting can be transacted at that meeting.

*Urgent Membership Meetings*

Urgent meetings shall be called to discuss a time-sensitive or critical situation or issue as determined by the NCAC Chairperson.

Every effort shall be made to provide as much notice as possible but a minimum 24-hour notice shall be issued through the NCAC email system.

The link for the electronic meeting shall be posted on the NCAC website and via email at least 24 hours prior to the meeting.

2. Executive Board Meetings

*Regular Executive Board Meetings*

The Executive Board shall meet once a month and a minimum of 14 days prior to membership meetings, unless otherwise ordered by the Executive Board. No later than the first month of the fiscal year, the Executive Board shall schedule the day and week for the monthly Executive Board meetings.

Meeting notices shall be posted at least seven (7) days in advance of the meeting date on the NCAC website and distributed to the NCAC membership email list.

*Special Executive Board Meetings*

Special meetings of the Executive Board may be called by the Chairperson. The Chairperson shall call a special meeting upon the written request of three (3) Executive Board members, and which shall be held within 14 days of receipt of an emailed request.

All Executive Board members must be notified of special meetings at least seven (7) days prior to the meeting. Only business mentioned in the notice of a special meeting can be transacted at that meeting.

*Urgent Executive Board Meetings*

Urgent meetings of the Executive Board shall be called to discuss a time-sensitive or critical situation or issue as determined by the NCAC Chairperson.

Every effort shall be made to provide as much notice as possible but a minimum 24-hour notice shall be issued through the NCAC Email system.

The link for the electronic meeting shall be posted on the NCAC website and via email at least 24 hours prior to the meeting.

3. Subcommittee Meetings

Standing and Ad Hoc subcommittees shall meet as they deem necessary, either electronically or hybrid.

Meeting notices shall be posted at least seven (7) days in advance of the meeting date on the NCAC website and distributed to the NCAC membership email list.

Section B. Quorums

A quorum sets the minimum number of members present to discuss business and to vote.

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A minimum of 15 members must be present to constitute a quorum for all membership meetings of the NCAC, whether regularly-scheduled, special or urgent meetings.

A majority of the members must be present to constitute a quorum for all Executive Board, as well as Standing and Ad-hoc Subcommittee meetings.

### Section C. Motions

Members have the right to present, discuss and vote on motions, per the current edition of *Robert's Rules of Order Newly, Revised*, these NCAC Bylaws and applicable Oregon law.

Action on new business items that are not on the agenda shall be referred to the Executive Board or a subcommittee, as appropriate.

### Section D. Conflict of Interest

After each meeting is called to order and the minutes of the prior meeting are acted upon, the next item on the agenda shall be a statement by the officers or subcommittee members in their respective subcommittee meetings to declare whether they have any conflicts, or perceived conflicts, of interest regarding action items to be discussed at that meeting. Conflict of interest is defined in Article 10.

All declarations and discussions of a conflict, perceived or real, shall be made part of the record by the Secretary.

### Section E. Voting

NCAC actions shall be by majority vote of the members present, including election of officers. The exception is NCAC Bylaws amendments, which require two-thirds vote. Those attending via video conferencing shall register their vote via electronic polling or a roll-call vote. Members attending a hybrid meeting in person may vote by a show of hands or paper ballot.

A motion for a roll-call vote may be made only before or immediately following the vote on an issue. A roll call vote requires a motion and approval of the membership attending the meeting. If the motion for a roll call vote is approved by a majority, then each attendee shall declare their name and membership qualification (resident, property owner, or business owner), followed by their vote on the original issue. Each declaration shall be recorded and made a permanent part of the meeting record.

A Member must be present to vote. Proxy voting is prohibited.

The Secretary shall make a permanent record of the summary outcome of any vote.

Votes in the Executive Board and subcommittee meetings shall be decided either by consensus or by the majority of the members of that body. All other voting rules apply.

Minority positions shall be included in the record and in any NCAC report. Members may also submit to the NCAC their minority positions in writing within one week after the meeting at which a vote has been taken. One or more representatives of minority position(s) may be designated in the meeting to write a minority report.

When a report to another agency or entity is due in a period shorter than one week, the time for inclusion of the minority submission is the day before that due date.

The P&P describes the suggested form and format for both majority and minority reports to outside agencies.

### Section F. Communications

Email and the NCAC website shall be the preferred methods of communication.

All known meetings or hearings affecting the NCAC Area shall be announced at regular, special, or urgent meetings by email and on the NCAC website, as appropriate.

## ARTICLE 6. EXECUTIVE BOARD

### Section A. Composition

The Executive Board shall consist of members of the NCAC:

- Elected and appointed NCAC officers
- Immediate past-chairperson
- Chairpersons of subcommittees and task forces

The Tillamook County Community Development Director shall serve in an advisory capacity.

### Section B. Duties

The Executive Board shall:

- Transact necessary business between meetings of the membership and such other business as may be referred by the membership. This includes planning agendas, discussing the work of officers and subcommittees.
- Led by the Treasurer, prepare a budget for approval by the membership at the June annual meeting.
- Authorize the payment of membership bills within the limits of the budget adopted by the membership. Such action must be ratified at the next membership meeting and must be recorded in the membership minutes.
- Recommend to the membership creation of subcommittees as are deemed necessary to promote the purposes and to carry on the work of the NCAC.
- Constitute task forces as needs arise, with ratification at the next NCAC membership meeting, and appoint task force members, as appropriate.
- Present a report at meetings of the membership.
- Perform other duties specifically assigned by other provisions of these bylaws.

### Section C. Actions

The Executive Board shall take no actions that would conflict with the NCAC Bylaws or action taken by the membership. The Executive Board may make recommendations to the membership for approval in regular membership meetings.

## ARTICLE 7. SUBCOMMITTEES AND TASK FORCES

A subcommittee of the NCAC is responsible for considering, investigating and making recommendations on policy issues of interest to the NCAC. Subcommittees are subject to OPML.

A task force is charged with implementing assigned actions. A task force does not address policy issues, and it is not subject to OPML. A task force may have a chair, but does not require a quorum.

Both subcommittee and task force chairpersons shall be members of the Executive Board.

Subcommittees shall make recommendations to the regular membership either by consensus or by a majority vote of the subcommittee membership. Subcommittees shall record and provide minutes of subcommittee meetings to the Secretary.

The Executive Board shall communicate a request to the membership for volunteers for subcommittees. Subcommittee membership should reflect a cross-section of the community.

Volunteers should indicate a willingness to serve by submitting a notice of interest as described in the subcommittee position application. The notice of interest may include a brief biography, including interests and viewpoints, and any relevant qualifications.

Subcommittee members shall be elected by the membership, while task force members shall be appointed by the Executive Board.

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Subcommittee or task force members may be removed from their position by the Executive Board for any reason determined to be in the best interests of the respective body.

The NCAC shall have a standing Bylaws Subcommittee.

A standing Outreach Task Force shall be responsible for promoting membership, coordinating the recruitment of officers, subcommittee members, and task force members.

A standing Communications Task Force shall be responsible for assisting the NCAC Secretary.

### Section A. Bylaws Subcommittee

The Bylaws Subcommittee shall be composed of at least three (3) and no more than seven (7) members. The subcommittee is responsible for reviewing the NCAC Bylaws and recommending changes suggested by the officers, members and/or the subcommittee members themselves.

The Bylaws Subcommittee shall review the NCAC Bylaws annually and prepare reports to the NCAC membership with recommended actions to be taken, when appropriate.

The members of the Bylaws Subcommittee shall be elected at the June annual meeting and serve a one-year term from July 1-June 30.

The Bylaws Subcommittee is responsible for the maintenance of the P&P. Updates to the P&P shall be recommended by the Bylaws Subcommittee and approved by the membership. Definition of the P&P is in Article 10.

### Section B. Outreach Task Force

The Outreach Task Force shall report to the Executive Board and have the following specific tasks:

- Recruit applicants and recommend individual candidates for offices and subcommittees to the membership for election
- Recruit applicants and recommend individual candidates for task forces
- Perform outreach to the Neskowin community to increase:
  - Membership in NCAC
  - Community awareness of the role of NCAC

### Section C. Communications Task Force

The Executive Board shall appoint one or more Communications Coordinators to the Communications Task Force. This task force shall report to the Secretary.

The purpose of the Communications Task Force is to assist the Secretary with the communications and information technology needs of the NCAC.

The Secretary has ultimate responsibility for Communications Coordinator duties if a Communications Coordinator is unavailable or unable to serve.

The responsibilities of the Communications Task Force are:

- Maintain the NCAC website
- Administer the NCAC website, electronic meeting platform, and any other communication-related electronic accounts
- Maintain the NCAC electronic database and archives and facilitate access to archives for NCAC members
- Communicate the agenda, related meeting documents, and registration link for membership, Executive Board and subcommittee meetings to the membership via email and by posting on the NCAC website.
- Collect membership information, as described in the P&P
- Physically post information about the NCAC periodically as described in the P&P

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- Upload NCAC electronic records to the NCAC cloud storage system and a local NCAC storage device as specified in the P&P
- Post notices of land-use application meetings and related Tillamook County rulings regarding Neskowin Area properties on the NCAC website
- Facilitate communications among the NCAC officers, Tillamook County, and the NCAC membership, and relay relevant email to the appropriate officer or subcommittee chairperson
- Host or assist in hosting electronic meetings

#### Section D. Other Subcommittees & Task Forces

Other standing or ad hoc subcommittees may be established as needed by the membership. The purpose and the term of service of each subcommittee shall be established at time of formation.

The purpose, composition and operations of additional subcommittees shall be included in the P&P. If those subcommittees complete their purpose, references to it may be deleted from the P&P.

Task forces may be constituted by the Executive Board as needs arise. The Executive Board shall move to ratify the creation of the task force at the next regular membership meeting of the NCAC.

### ARTICLE 8. PARLIAMENTARY AUTHORITY

The current edition of *Robert's Rules of Order, Newly Revised* shall be the governing rules of the operation of the NCAC, its subcommittees, and task forces. These rules shall apply in all cases unless they are inconsistent with OPML, Tillamook County ordinances, or NCAC Bylaws.

### ARTICLE 9. AMENDING THE BYLAWS

All proposed amendments, regardless of their source of initiation, shall be referred to the Bylaws Subcommittee for study and recommendation at least one month before the meeting in which the vote is to be taken.

Unless otherwise instructed by a vote of the membership or directed by the Executive Board, the Bylaws Subcommittee shall set a time for the vote to be taken. The Bylaws Subcommittee shall present its review of any proposed amendments to the NCAC Membership in such a manner as to ensure timely, inclusive, and transparent decision making.

After review and approval by Tillamook County Counsel, any amendments shall be voted on at the next membership meeting, provided that written notice of the amendments have been emailed to all members at least ten (10) days prior to the meeting.

Amendment of these NCAC Bylaws shall require a two-thirds-majority vote of the NCAC Membership present at any membership NCAC meeting. The amended bylaws shall become effective immediately upon approval.

### ARTICLE 10. OTHER BYLAWS PROVISIONS

#### Section A. Governing laws

The NCAC is organized under Statewide Planning Goal 1, which was adopted by the State Land Conservation and Development Commission on December 27, 1974 and became effective January 1, 1975. The NCAC operates pursuant to Order #13-034 as adopted by the Tillamook County Board of Commissioners on May 1, 2013.

#### Section B. Organization

The NCAC is organized as a public body as defined by the OPML.

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**Section C. Policies and Procedures**

The NCAC may establish a Policies and Procedures document that lists the rules detailing the administration and implementation of the functions of the NCAC.

The P&P may be amended with a simple majority vote of the NCAC membership. These rules shall not conflict with these bylaws or the OPML.

**Section D. Definitions of Terms Used**

**Business**

A commercial entity, verifiable by current registration to do business in Oregon through the Oregon Secretary of State Business Registry.

**Business Owner**

A natural person who is an owner of record of a business that operates primarily from a property site located within the NCAC Area, including in addition any natural person who has managerial responsibility for, or a beneficial interest in, such business as (1) a trustee or beneficiary of a trust, (2) a manager or member of an LLC, (3) an officer, director, or shareholder of a corporation, or (4) a partner of a partnership. It shall not include homeowner associations or the holders or owners of liens or encumbrances, rights of way or easements.

**Conflict of interest**

Any financial interest or personal relationship that may affect a person’s ability to exercise their independent judgment on a matter before the committee or subcommittee.

**Property**

(1) A dwelling unit that provides complete, independent, and self-contained living facilities, including sleeping, eating, sanitation, and cooking facilities; (2) a parcel of land or (3) a business within the NCAC Area, which serves as a basis for qualification as a member.

**Property Owner**

A natural person who is an owner of record of real property within the NCAC Area, including in addition any natural person who has managerial responsibility for, or a beneficial interest in, such property as (1) a trustee or beneficiary of a trust, (2) a manager or member of an LLC, (3) an officer, director, or shareholder of a corporation, (4) a partner of a partnership, or (5) a person holding a life estate. It shall not include homeowner associations or the holders or owners of liens or encumbrances, rights of way or easements.

**Resident**

A natural person who maintains residency within the NCAC Area for at least 6 months of the year, within the intent of ORS 247.035: “Rules to consider in determining residence of person for voting purposes”.

**Task Force**

A limited number of members charged with performing specifically assigned duties and reporting to the Executive Board. Task forces do not require a quorum. A task force shall not address policy issues and is not subject to Oregon Public Meeting Law.

**Section E. Funding**

All funds received by the NCAC shall be used to offset the costs of the NCAC or for the specific purposes for which they are given.

MAPPING OF THE  
FORMAT  
(STRUCTURE  
COMPARISON)



## BYLAWS STRUCTURE COMPARISON

*Note: New Structure is based on Robert's Rules of Order*

<b>PROPOSED (NEW) STRUCTURE</b>	<b>CURRENT (OLD) STRUCTURE</b>
<b>Article/Section</b>	<b>Heading</b>
1 NAME	N/A
2 OBJECT	MISSION, ACTIVITIES
3 MEMBERS	
A NCAC Area	DISTRICT
B Member Definition	MEMBERSHIP
C Member Access	MEMBERSHIP
D Member Rights	MEMBERSHIP
4 OFFICERS	
Introduction	STRUCTURE & RESPONSIBILITIES
A Duties of officers	STRUCTURE & RESPONSIBILITIES
B Nominations and elections	ELECTIONS
C Term of office	STRUCTURE & RESPONSIBILITIES
D Removal from office	N/A
E Vacancies	ELECTIONS
5 MEETINGS	
Introduction	MEETINGS
A Meeting Descriptions	MEETINGS
B Quorums	QUORUMS
C Motions	MOTIONS
D Conflict of Interest	CONFLICT OF INTEREST
E Voting	VOTING
F Communications	COMMUNICATIONS
6 EXECUTIVE BOARD	N/A
A Composition	
B Duties	
C Actions	
7 SUBCOMMITTEE & TASK FORCES	COMMITTEES
Introduction	COMMITTEES
A Bylaws Subcommittee	COMMITTEES
B Outreach Task Force	COMMITTEES
C Communications Task Force	STRUCTURE & RESPONSIBILITIES
D Other Subcommittees and Task Forces	COMMITTEES
8 PARLIAMENTARY AUTHORITY	MEETINGS
9 AMENDING THE BYLAWS	BYLAW REVISION
10 OTHER BYLAW PROVISIONS	
A Governing Laws	MISSION, MEETINGS
B Organization	STRUCTURE & RESPONSIBILITIES
C Policies and Procedures	N/A
D Definitions of Terms Used	N/A
E Funding	MEMBERSHIP

**SUMMARY OF  
MAJOR  
AMENDMENTS  
(NEW FORMAT)**

## Proposed Revisions of the Bylaws of the Neskowin Citizen Advisory Committee (NCAC)

Summary of significant recommended amendments are below. Note that wording has been moved among articles and sections, and this movement is not generally noted below. Refer to the *Proposed Bylaws* for complete wording that this document addresses. Please contact the Bylaws Subcommittee at [ncacbylaws@gmail.com](mailto:ncacbylaws@gmail.com) with any comments or questions.

Article and Section	Changes
Article 3. Members Section A: NCAC Area	Clarifies boundary area for membership to encompass the Neskowin watershed within Tillamook County. Current members remain within the boundary
Article 3. Members Section B: Member Definition	<ul style="list-style-type: none"> <li>• Defines member types for resident, property owner and Business owner (formal definitions are in Article X)</li> <li>• Limits members per property to up to four authorized persons per property for each category type, with the proviso that any individual who qualifies for membership shall have only one vote</li> </ul>
Article 3. Members Section D: Member Rights	<ul style="list-style-type: none"> <li>• Clarifies that voting and eligibility for membership will be done on the honor system</li> </ul>
Article 4. Officers	<ul style="list-style-type: none"> <li>• Lists the elected officers (changes Chair to Chairperson)</li> <li>• Creates Immediate Past Chairperson position, who may serve as an ex-officio officer for the first year of the Chairperson's term to provide continuity and support</li> <li>• Creates a Parliamentarian position as an appointed officer</li> </ul>
Article 4. Officers Section A: Duties of Officers Subsection A1: Chairperson	<ul style="list-style-type: none"> <li>• Removes authority to appoint subcommittee members</li> <li>• Changes planning of general meeting agendas <i>from</i> the Chairperson <i>to</i> coordinating with the Executive Board</li> </ul>
Article 4. Officers Section A: Duties of Officers Subsection A1: Vice-Chairperson	<ul style="list-style-type: none"> <li>• Adds serving as chair for any reason that the Chairperson needs to vacate the chair</li> <li>• Changes <i>from</i> assisting the Chairperson as needed <i>to</i> assisting other officers</li> </ul>

<p>Article 4. Officers Section A: Duties of Officers Subsection A3: Secretary</p>	<ul style="list-style-type: none"> <li>• Reorganizes and reduces redundancies of duties</li> <li>• Adds that the Secretary holds ultimate responsibility for NCAC communications, but shall delegate communications tasks to the (new) Communications Task Force, as described in Article 7</li> </ul>
<p>Article 4. Officers Section A: Duties of Officers Subsection A4: Treasurer</p>	<ul style="list-style-type: none"> <li>• Changes “Preparing” to “Coordinate with other officers the preparation” of the budget</li> <li>• Clarifies preparation and presentation of financial reports</li> <li>• Removes requirement for two officers to sign all checks; currently not feasible to have checks</li> <li>• Adds optional annual audit</li> </ul>
<p>Article 4. Officers Section A: Duties of Officers Subsection A5: Immediate Past Chairperson</p>	<ul style="list-style-type: none"> <li>• Defines the duties of this new position: <ul style="list-style-type: none"> <li>○ Advise the Chairperson and other officers as requested</li> <li>○ Assist with transition to the new board</li> </ul> </li> </ul>
<p>Article 4. Officers Section A: Duties of Officers Subsection A6: Parliamentarian</p>	<ul style="list-style-type: none"> <li>• Defines the duties of this new position: to attend NCAC general and Executive Board meetings and give advice in parliamentary procedure when requested</li> <li>• Defines rights and privileges, and when it is appropriate for the parliamentarian to step aside</li> </ul>
<p>Article 4. Officers Section B: Nominations &amp; Elections</p>	<ul style="list-style-type: none"> <li>• Changes election of officers to the April Membership meeting (from June) to allow the new board to plan for the upcoming year; no change in term dates</li> <li>• Changes communication of slate by Nominations Committee at least seven days before election meeting to communication of list of candidates by Outreach Task Force at least 14 days before election meeting</li> <li>• Election: adds that a voice vote may be held if only one candidate for an office</li> </ul>
<p>Article 4. Officers Section D: Removal from Office</p>	<ul style="list-style-type: none"> <li>• Adds new section recommended by Robert’s Rules of Order</li> </ul>

<p>Article 5. Meetings</p>	<ul style="list-style-type: none"> <li>• Adds that associated documents will be made available per Oregon Public Meeting Law</li> <li>• Requires meetings to be held either virtually or hybrid, the latter required to have real-time discussion among members attending electronically and in person; no solely in-person meetings allowed</li> </ul>
<p>Article 5. Meetings Section A1: Regular Membership Meetings</p>	<ul style="list-style-type: none"> <li>• Adds that regular membership meeting dates can be changed by the Executive Board with at least 14 days' notice; moves meeting times to Policies and Procedures</li> <li>• Changes election of officers to the April general meeting</li> <li>• Removes requirement to post membership meeting notices in three prominent physical locations (annual physical posting in P&amp;P); simplifies meeting notice wording</li> <li>• Clarifies way for members to request agenda items be added</li> </ul>
<p>Article 5. Meetings Section A1: Special Membership Meetings Section A1: Urgent Membership Meetings</p>	<ul style="list-style-type: none"> <li>• Splits current Special Membership Meetings section into two subsections: Special and Urgent</li> <li>• Special membership meetings are to cover one or more topics in more detail than a regular meeting allows (like bylaws adoption), and has regular notice</li> <li>• Urgent membership meetings are to cover a time-sensitive or critical situation or issue; at least 24-hour notice required</li> </ul>
<p>Article 5. Meetings Section A2: Executive Board Meetings</p>	<ul style="list-style-type: none"> <li>• New section, per proposed new Article 6 – Executive Boards</li> <li>• Includes regular, special and urgent executive board meetings</li> </ul>
<p>Article 5. Meetings Section A3: Subcommittee Meetings</p>	<ul style="list-style-type: none"> <li>• New section that delineates requirements for subcommittee meetings and notice</li> </ul>

<p>Article 5. Meetings Section B: Quorums</p>	<ul style="list-style-type: none"> <li>• Increases membership meeting quorum from eight to 15 members</li> <li>• Sets quorum of a majority of the members of that body for Executive Board and subcommittee meetings</li> <li>• Uses Robert’s Rules of Order recommendations for quorum</li> </ul>
<p>Article 5. Meetings Section C: Motions</p>	<ul style="list-style-type: none"> <li>• Clarifies member rights and limits for making motions in a meeting, and the dispensation of the motions</li> </ul>
<p>Article 5. Meetings Section D: Conflict of Interest</p>	<ul style="list-style-type: none"> <li>• Adds declaration of subcommittee members requirement at subcommittee meetings</li> <li>• Refers definition to Article 10</li> </ul>
<p>Article 5. Meetings Section E: Voting</p>	<ul style="list-style-type: none"> <li>• Increases vote to approve bylaws amendments to 2/3-majority</li> <li>• Clarifies how votes will be done and how they are recorded</li> <li>• Specifies procedures for roll-call voting</li> <li>• Clarifies that a member must be present to vote; no proxy voting allowed (in current bylaws; just not as clearly)</li> <li>• Adds that recommendations made in executive board and subcommittee meetings can be made by consensus, as well as by majority vote</li> <li>• Clarifies how minority viewpoints may be submitted</li> </ul>
<p>Article 5. Meetings Section F: Communications</p>	<ul style="list-style-type: none"> <li>• Moves periodic community surveys to Policies and Procedures</li> </ul>
<p>Article 6: Executive Board</p>	<p>Entirely new section to describe the composition, duties and actions of the Executive Board, as recommended by Robert’s Rules of Order</p>

<p>Article 7: Subcommittees and Task Forces</p>	<ul style="list-style-type: none"> <li>• Changes “committees” to “subcommittees,” since NCAC is a committee</li> <li>• Defines subcommittee and a new body called a “task force;” states that subcommittees recommend policy and operate under Oregon Public Meeting Law; task forces only implement assigned actions and are not subject to Oregon Public Meeting Law</li> <li>• Declares that both subcommittee and task force chairpersons shall be members of the Executive Board</li> <li>• Specifies that subcommittee members must be elected by the membership (including application information) and task force members may be appointed by the Executive Board</li> <li>• Changes criteria for removal of a member from a subcommittee or task force</li> <li>• Replaces a standing Nominations Committee with a standing <b>Outreach Task Force</b> responsible for promoting membership and coordinating the recruitment of officers and subcommittee or task force members</li> <li>• Establishes a standing <b>Communications Task Force</b> (previously communications coordinator) to assist and report to the NCAC Secretary, who holds ultimate responsibility for the duties.</li> <li>• Specifies how new standing or ad hoc subcommittees and task forces are established, and that the details of their operation shall be specified in the P&amp;P</li> </ul>
<p>Article 7: Subcommittees and Task Forces Section A: Bylaws Subcommittee</p>	<ul style="list-style-type: none"> <li>• Clarifies that the Bylaws Subcommittee may suggest bylaws amendments themselves</li> <li>• Requires the subcommittee to review the bylaws annually</li> <li>• Adds that the Bylaws Subcommittee members shall be elected at the June annual membership meeting</li> <li>• Adds that the Bylaws Subcommittee is responsible for maintenance of the Policies and Procedures (P&amp;P), a new document, and how updates shall be recommended and approved; definition in Article 10</li> <li>• Quorum changed and moved to Article 5, Section B</li> </ul>

<p>Article 7: Subcommittees and Task Forces</p> <p>Section B: Outreach Task Force</p>	<ul style="list-style-type: none"> <li>• Replaces the Nomination Committee and adds responsibilities for membership outreach</li> </ul>
<p>Article 7: Subcommittees and Task Forces</p> <p>Section C: Communications Task Force</p>	<ul style="list-style-type: none"> <li>• Creates body of one or more members to do the tasks previously assigned to an optional Communications Coordinator, and which will report to the NCAC Secretary</li> <li>• Reorganizes the list of tasks</li> </ul>
<p>Article 7: Subcommittees and Task Forces</p> <p>Section D: Other Subcommittees and Task Forces</p>	<ul style="list-style-type: none"> <li>• Specifies how new standing or ad hoc subcommittees and task forces are established, and that the details of their operation shall be specified in the P&amp;P</li> </ul>
<p>Article 9: Amending the Bylaws</p>	<ul style="list-style-type: none"> <li>• Specifies the timing of the referral to the Bylaws Subcommittee for study</li> <li>• Describes how the bylaws subcommittee shall review and propose any amendments to ensure timely, inclusive and transparent decision making</li> <li>• Changes threshold <i>to 2/3 majority from</i> simple majority for adoption of bylaws amendments</li> </ul>
<p>Article 10: Other Bylaws Provisions</p> <p>Section C: Policies and Procedures</p>	<ul style="list-style-type: none"> <li>• Authorizes the establishment of a Policies and Procedures (P&amp;P) document that provides more detail concerning the operation of the NCAC, and which can be amended with a simple majority vote of the membership</li> <li>• Bylaws always take precedence over the P&amp;P if a conflict arises</li> </ul>
<p>Article 10: Other Bylaws Provisions</p> <p>Section D: Definitions of Terms Used</p>	<ul style="list-style-type: none"> <li>• Defines many of the terms used in the bylaws in alphabetical order, including business, business owner, conflict of interest, property, property owner, resident, roll call vote, and task force</li> </ul>



**REDLINE VERSION  
OF PROPOSED  
BYLAWS,  
INCLUDING NOTES**

## NESKOWIN CITIZEN ADVISORY COMMITTEE BYLAWS (Redline version)

This redline (comparison) version of the proposed NCAC bylaws starts with the format and wording of the bylaws approved (with one small amendment) on October 14, 2023. The proposed bylaws are a complete revision from the currently-approved bylaws, and have been reformatted to align with Robert’s Rules of Order Newly Revised 12th Edition recommended structure. Because of this wholesale revision, it is difficult to show in a redline document, but we have made our best effort. New wording is highlighted in yellow and italicized. Moved wording is shown in blue. Omissions are represented in strike-through text.

Bylaws Text:	Notes
<p><b>ARTICLE 1. NAME</b>  <i>The name of the organization shall be the Neskowin Citizen Advisory Committee (NCAC).</i></p>	<p>New Article.</p>
<p><b>MISSION</b> <b>ARTICLE 2. OBJECT</b></p> <p>The <del>Neskowin CAC</del> NCAC is a group of citizens that acts organized under Statewide Planning Goal 1 (adopted by the State Land Conservation and Development Commission on Dec. 27, 1974, effective Jan. 1, 1975) as an advisory body to county, local, state, and federal government agencies and citizens.</p> <p>The <del>Neskowin CAC</del> NCAC is dedicated to promoting communications between the citizens and government bodies on land use and other relevant issues, and operates pursuant to Order #13-034 as adopted by the Tillamook County Board of Commissioners on May 1, 2013.</p>	<p>Moved and reworded to Article 10, Section A</p>
<p><b><u>DISTRICT</u></b></p> <p>The Neskowin CAC shall have an area of responsibility which includes Cannery Hill to the north and Slab Creek Road to the south.</p>	<p>This Article is replaced by Article 3, Section A</p>
<p><b><u>ACTIVITIES</u></b> <b>ARTICLE 2. OBJECT</b></p> <p>Activities will be determined by the membership and may include, but not be limited to, making recommendations to applicable governmental bodies on land use, environmental, public safety and public health matters and actions, suggesting community plan and county code amendments, advocating for</p>	<p>Original wording rewritten for clarity and included in Article 2. Meaning not changed.</p>

consideration of county services and other matters deemed relevant by the membership and conducting special community studies. In all activities, the Neskowin CAC shall provide for and encourage increased citizen participation.

*In all activities, the NCAC shall provide for and encourage increased citizen participation. Activities shall be determined by the membership and include, but not be limited to:*

- *Make recommendations to applicable governmental bodies on:
  - *Land use*
  - *Environmental impacts*
  - *Public safety*
  - *Public health**
- *Take actions as needed to suggest community plan and county code amendments:
  - *Advocate for consideration of county services*
  - *Conduct special community studies*
  - *Pursue other matters as deemed relevant by the membership**

## **MEMBERSHIP** **ARTICLE 3. MEMBERS**

### **Section A. NCAC Area**

**The NCAC Area is the area within the Neskowin watershed in Tillamook County. A reference map showing the NCAC Area is in the NCAC Policies and Procedures (P&P) document.**

### **Section B. Member Definition**

Membership is open to all legal residents of the United States **persons who identify as a member of the Neskowin community**, are at least 18 years old and **who reside in, own property in, or are a business owner or operator within the area of responsibility outlined above. have at least one of the following qualifications within the NCAC Area:**

- **Resident: someone who lives here at least 6 months of the year**
- **Property owner: someone who owns property here**
- **Business owner: someone who owns a business here**

**Formal definitions of the classifications are listed in Article 10.**

**For each property, up to four (4) authorized persons can qualify for membership and voting purposes for each category type. Any individual who qualifies for membership shall have only one (1) vote.**

### **Section C. Member Access**

Section A reworded from old DISTRICT article to clarify the area. Current NCAC members remain within the boundary. Much discussion resulted in community satisfaction that this definition represents the logical boundary. The map is in an appendix at the end of this document for reference (will be placed in Policies and Procedures).

Section B, in conjunction with the formal definitions in Article 10, clarify the membership qualifications.

NCAC members participating in the feedback sessions overwhelmingly agreed that the definitions and limits were fair (see Statement of the Committee).

A copy of the NCAC Bylaws, meeting notes, and agendas, and other relevant documents shall be available to each member and shall also be posted on the NCAC website.

**Section D: Member Rights**

Membership in the Neskowin CAC NCAC extends full rights of participation, including the right of voting in Neskowin CAC NCAC meetings. *Voting and declaration of membership shall be on the honor system.* A member must sign the attendance sheet at each meeting in which the member votes. In the event of an electronic meeting, each member who wishes to vote must be electronically registered prior to the vote. Registration for all meetings shall include both the name and the address of the registering member in order to confirm voter eligibility.

Contributions will always be encouraged. Contributions and fund raising activities will be used to offset the cost of the Neskowin CAC.

Included under Article 4, Section 3 Secretary and Article 5 Meetings, as well as the future Policies and Procedures. Current practice does not require registration by address at each meeting.

Moved to Article 10, Section E. Funding and reworded

**STRUCTURE & RESPONSIBILITIES ARTICLE 4. OFFICERS**

The Neskowin Citizen Advisory Committee NCAC is organized as a public body as defined by the Oregon Public Meeting Law (OPML).

*The elected officers of the NCAC are the Chairperson, the Vice-Chairperson, the Secretary and the Treasurer. These officers shall perform the duties prescribed by these bylaws to achieve the objectives of the NCAC.* The primary role of the Officers is to facilitate the achievement of the mission of the Neskowin CAC. Officers shall serve staggered two-year terms from July 1 to June 30.

*The Immediate Past Chairperson may serve as an ex-officio officer for the first year of the new Chairperson's term to provide continuity and support.*

*A Parliamentarian may be appointed by the Chairperson, subject to ratification by the membership.*

At the first election of officers, the Vice-Chair and Treasurer shall be elected for a one-year term. At the second election for the Vice-Chair and Treasurer, the terms will commence for two years.

No Officers of the CAC shall receive any financial payment for their services. Officers may, with membership approval, be reimbursed for expenses incurred on behalf of the Neskowin CAC NCAC.

**Section A. Duties of Officers**

Moved to Article 10, Section B. Organization

Moved to Article 4, Section C. Term of Office

New position

New position

No longer needed; subsequent elections moved to Section C

~~Chair 1.~~ **Chairperson**

The duties of the Chairperson are to:

1. ~~Conducts~~ Neskowin CAG ~~Conduct~~ **NCAC** meetings.
2. ~~Is~~ **Be** the official spokesperson of in official capacity for the Neskowin CAG **NCAC**.
3. ~~Coordinates~~ Coordinate Officers' actions.
4. ~~Selects~~ Select representatives to attend meetings and hearings.
5. ~~Appoints committee members and coordinates~~ Coordinate activities of **subcommittees and task forces** all standing committees.
6. ~~Sets~~ Set the agenda items, in consultation with the Officers **Executive Board**.

~~Vice-Chair~~ **Vice-Chairperson**

~~The duties of the Vice-Chairperson are to:~~

1. ~~Serves as Chair in the absence of the Chair.~~ **Serve as chair in the Chairperson's absence, or for any reason that the Chairperson needs to vacate the chair (for example, making a motion or taking a position on a decision)**
2. Assists the Chair **Chairperson and the other officers as needed at the Chair's request**

~~Secretary 3.~~ **Secretary**

~~The duties of the Secretary are to:~~

1. ~~Records~~ **Record** minutes of the **membership and Executive Board** meetings.
2. ~~Maintains electronic copies of all meeting minutes and makes said copies available to members in a timely manner.~~
3. ~~Maintains any paper or public~~ **Maintain** records of the Neskowin CAG **NCAC**, including but not limited to:
  - An email list of NCAC members
  - Meeting attendance
  - ~~An email roster~~
  - Minutes of the all **NCAC membership, Executive Board, and subcommittee** meetings
  - **Financial reports**
  - General history of the Neskowin CAC
  - **NCAC** Bylaws
  - Any other related public documents
  - **List of all subcommittees and subcommittee members**
  - ~~Maintains a list of all committees and members.~~
5. ~~Relays relevant postal mail to the appropriate officer or committee chairperson.~~

Per RROO, officer position of Chair should be "Chairperson" to differentiate from a meeting chair

Made duties active throughout

Removes authority to appoint subcommittee members

Reorganizes and reduces redundancies of duties

Numbering changed to bullets

#4 Moved into 3.

#5 no longer relevant

~~6. Prepares the agenda and mailings in coordination with the other officers.~~

~~7. Posts a meeting notice at prominent locations in the District.~~

- *Hold ultimate responsibility for NCAC communications, but shall delegate communications tasks to the Communications Task Force, as described in Article 7*

~~Treasurer~~ 4. Treasurer

*The duties of the Treasurer are to:*

*Coordinate with other officers the preparation of the next fiscal year's budget for approval by the membership at the annual membership meeting*

~~Receives and deposits~~ Receive funds of the Neskowin CAG NCAC and deposit them in a timely manner in accordance with Officers' directions.

~~Prepares Accounts Payable for approval at scheduled meetings.~~ *Prepare and present a written treasurer's report at regular meetings*

~~Maintains Financial Records and reports at scheduled meetings.~~

~~Ensures that two Officers follow the requirement to sign all Neskowin CAG Checks.~~

~~Prepares annual budget for approval by members at the Annual Meeting.~~

*Presents Prepare an annual financial report to the membership that includes gross receipts and disbursements for the year at the June regular membership meeting*

*If required by the Executive Board, ensure that financial records are audited by a volunteer selected by the Executive Board at the end of each fiscal year*

5. Immediate Past Chairperson

*The duties of the Immediate Past Chairperson are to:*

*Advise the Chairperson and other officers as requested*

*Assist with transition of the new officers to the new Executive Board*

6. Parliamentarian

*The duties of the Parliamentarian are to attend NCAC membership and Executive Board meetings and give advice in parliamentary procedure when requested.*

*The Parliamentarian shall be entitled to all rights and privileges of membership including the right to make motions, debate and vote.*

#6 now under Chairperson and Executive Board

#7 to be in Policies and Procedures if necessary

(new) Communications Task Force

Moved from item 6 and reworded

Maintenance of financial reports is under Secretary; reports in item 3

The NCAC has no bank account or checks

Moved to item 1 and reworded

Clarifies content and timing of annual report

New item

New position

New position

*The Parliamentarian is a non-voting member of the Executive Board.*

*Should the Parliamentarian wish to make a motion or debate, they will relinquish the position for that section of the meeting.*

In addition to the four Officers named above, the Chair may appoint a Communications Coordinator. The purpose of the Coordinator is to help with the technological needs of the Neskowin CAC (NCAC). In the event that the Chair does not appoint a Communications Coordinator, the responsibilities of the Coordinator shall be handled by the Secretary.

**~~e Communications Coordinator shall:~~**

- ~~-Maintain the NCAC website.~~
- ~~-Hold the main Administrative role for the NCAG website, Zoom account and any other communication related electronic accounts.~~
- ~~-Maintain the NCAC electronic database and archives and facilitate access to said archives for the NCAG Secretary, Officers and other contributors and volunteers as needed.~~
- ~~-Upload electronic records for the NCAC to the NCAG cloud storage database and a local NCAC storage device including but not limited to:~~
  - ~~-Meeting attendance~~
  - ~~-Email roster~~
  - ~~-Minutes of the public meetings~~
  - ~~-General history, maps and files for the NCAG~~
  - ~~-Bylaws~~
  - ~~-Any other related public electronic documents~~
  - ~~-Post notices of Land Use applications meetings and related County rulings regarding Neskowin area properties to the Neskowin CAC website.~~
- ~~6. Facilitate communications between the NCAC officers, Tillamook County, and the NCAC membership.~~
- ~~-Relay relevant email to the appropriate officer or committee chairperson.~~
- ~~8. Email meeting agendas to the NCAC membership roster and post the meeting notices and agendas on the Neskowin CAC website.~~
- ~~-Email the link and registration for electronic meetings to the NCAC membership and post the meeting link on the NCAG website.~~
- ~~10. Host or assist in hosting electronic meetings and archive records and data from said meetings in accordance with Oregon Public Meeting Law.~~

This item has been changed to a Communications Task force, reworded and moved to Article 7, Section C

**ELECTIONS Section B. Nominations and Elections**

Elections shall be held *at the April regular membership meeting* for *those* officers whose terms are expiring *that year*. ~~at the June meeting.~~

Nominations shall be opened by the Chair *person* at the April *February* Meeting immediately prior to the June *April election* meeting. Any willing member of the Neskowin CAC shall be eligible to be nominated for office. Anyone can nominate ~~himself or herself~~ *themselves* for an office.

~~Nominations shall be forwarded to the Nominations Committee at least seven (7) days prior to the June meeting to prepare a slate for the elections.~~ *The Outreach Task Force chairperson shall communicate a list of officer candidates to the membership at least 14 days before the April NCAC regular membership meeting.*

*The election shall be conducted by the NCAC Chairperson unless they are a candidate, in which case the Vice-Chairperson or the Parliamentarian shall conduct the election.*

*The Outreach Task Force chairperson shall present the list of officer candidates at the election meeting.*

Nominations ~~will also~~ *shall* be accepted from the floor *with the proviso that candidates provide their qualifications for office.*

~~The Secretary shall present the slate of candidates at balloting. Separate balloting shall be done by a vote of the members present for the offices of Chair, Vice-Chair, Treasurer, and Secretary; balloting shall be subject to the requirements of the Oregon Public Meeting Law.~~ *Separate voting by the members present shall be held for each office under consideration.*

The winner shall be the candidate who receives a majority of the votes. ~~In case of a tie between the two top vote-getters or a failure of any candidate to receive a majority of the votes cast, a run-off shall be conducted at the June meeting between the top two vote-getters.~~ *If no candidate receives this threshold, a run-off shall be conducted at the same meeting between the two candidates receiving the most votes.*

Newly elected Officers shall assume office on July 1. *However, they may begin planning for the next year immediately as an Executive Board-elect, including budget planning and committee preparations.*

ELECTIONS has been moved from its own Article later in the bylaws to Article 4, Section B in the proposed bylaws and reworded

Changes election of officers to the April membership meeting (from June) to allow the new board to plan for the upcoming year; no change in term dates; Similar with nominations. *Note that this will be a transition year, as the proposed bylaws will not be adopted until after the April membership meeting.*

Responsibility for nominations falls to the Outreach Task Force (see Article 7). The only vetting is to verify NCAC membership; no slate is to be prepared because discussion of candidates would need to be done in accordance of OPML.

Clarifies who runs the election

Changes presentation of candidate (list vs. slate; who presents)

Additional requirement for nominations from the floor

Editorial only; covered elsewhere

Editorial only

Adds allowance for new officers to plan for the next year with the Board-Elect



**Section C. Term of Office**

**Elected** officers shall serve staggered two-year terms from July 1 to June 30.

The Chairperson and Secretary shall be elected in odd-numbered years. The Vice-Chairperson and Treasurer shall be elected in even-numbered years.

**Section D. Removal from Office**

Any Executive Board member may be removed from office with or without cause by a two-thirds vote of the membership attending a membership meeting. A 14-day notice of the proposed action shall be given.

**Section E. Vacancies**

Vacancies shall be filled by a vote of the General membership at the next general **regular** membership meeting to complete the unexpired term of the officer being replaced, pursuant to Outreach Task Force procedures described in Article 7.

New Section

Moved from STRUCTURE & RESPONSIBILITIES, paragraph 2

Moved from STRUCTURE & RESPONSIBILITIES, paragraph 3 and reworded (no meaning change)

New section recommended by Robert's Rules of Order

Moved from ELECTIONS, last paragraph

This article has been moved to Article 7 Subcommittees and Task Forces and reworded

**MEETINGS ARTICLE 5. MEETINGS**

All **NCAC** meetings shall be open to the public and be governed by the **held and associated documents made available in accordance with Oregon Public Meeting Law (OPML)**, these ~~Neskowin CAC~~ **NCAC** Bylaws, and Robert's Rules of Order as appropriate **the P&Ps**.

All meetings shall either be held solely via electronic meeting (video conferencing) or hybrid (electronic and in person), as determined by the NCAC Chairperson or the Executive Board, or the Subcommittee Chairperson, as appropriate.

Hybrid meetings shall provide real-time discussion among members attending electronically and in person.

**Section A. Meeting Descriptions**

The NCAC has the following types of meetings:

- Membership meetings
- Executive Board meetings
- Subcommittee meetings

**1. Membership Meetings**

There are three types of membership meetings.

**Regular Membership Meetings**

OPML specifies that meetings shall be open to the public; redundant. Robert's Rules of Order are specified in Article 8. Policies and Procedures (P&Ps) was spelled out earlier in the document.

Removes in-person-only meetings as an option, as they limit member access and participation.

The proposed bylaws organize and clarify the various types of meetings held in the NCAC

General Membership **Regular membership** meetings will *shall* be held on the Second Saturday of February, April, June, August, October, and December at 10 a.m., in a place to be determined by the Chair. *Meeting dates may be changed by the Executive Board with at least 14 days' notice to the membership.*

In the event that circumstances are not safe for members to hold an in-person meeting, the Chair may elect to hold the meeting via ~~Electronic Meeting (video conferencing).~~

~~The Chair will ensure that all CAC meetings provide an electronic option in order to ensure a maximum participation of members who may not otherwise be able to attend.~~

*Election of officers shall be held at the April regular membership meeting.* The June meeting shall be the Annual Meeting for the election of Officers and appointment of *standing subcommittee members and approval of the budget for the following year.*

*Regular* meeting notices shall be posted at least 14 days in advance of the meeting date on the NCAC website and in at least three prominent locations within the Neskowin CAC boundaries *and distributed to the NCAC membership email list.*

In the event of an Electronic Meeting or a Hybrid Meeting, the meeting link and registration shall be emailed to members and posted on the NCAC website at least 14 days in advance.

~~Written comments and agenda items for General Membership meetings will be placed on the agenda if received by the Chair by the Wednesday two weeks prior to the Saturday Meeting, as long as the proposed agenda item is within the scope of the Neskowin CAC activities. *Members may request items be added to the regular membership meeting agenda at least seven (7) days prior to the Executive Board meeting held before a regular membership meeting. The Executive Board will consider the request and add it to the agenda if deemed within the scope of the NCAC.*~~

#### *Special Membership Meetings*

The Chair **NCAC Chairperson** may call additional meetings due to special circumstances *or to cover one or more topics in more detail. Examples are NCAC Bylaws revisions, P&P revisions, and tsunami evacuation plans.*

*Notice shall be the same as for regular membership meetings. Only business mentioned in the notice of a special meeting can be transacted at that meeting.*

Meeting time moved to P&P, per RROO  
New option for changing regular meeting dates

Changed to require virtual or hybrid meeting (see above)

Moved to introduction and reworded (see above)

Clarifies the annual meeting contents and election of officers

*Note that this will be a transition year, as bylaws will not be adopted before the April membership meeting*

Covered above as part of the normal process

Moved from COMMUNICATIONS article and reworded.

The proposed bylaws divide language for special meetings into two types: special and urgent, and define them and notice requirements

### *Urgent Membership Meetings*

*Urgent meetings shall be called to discuss a time-sensitive or critical situation or issue as determined by the NCAC Chairperson.*

Every effort will *shall* be made to provide as much notice as possible but a minimum ~~two-day~~ *24-hour notice* must be given to all registered members as to the date, time and place of the meeting *shall be issued through the NCAC email system.*

The link for the electronic meeting ~~option~~ shall be posted on the ~~GAG~~ *NCAC* website at least ~~two days~~ *24 hours* prior to the meeting.

### *2. Executive Board Meetings*

#### *Regular Executive Board Meetings*

*The Executive Board shall meet once a month and a minimum of 14 days prior to membership meetings, unless otherwise ordered by the Executive Board. No later than the first month of the fiscal year, the Executive Board shall schedule the day and week for the monthly Executive Board meetings.*

*Meeting notices shall be posted at least seven (7) days in advance of the meeting date on the NCAC website and distributed to the NCAC membership email list.*

#### *Special Executive Board Meetings*

*Special meetings of the Executive Board may be called by the Chairperson. The Chairperson shall call a special meeting upon the written request of three (3) Executive Board members, and which shall be held within 14 days of receipt of an emailed request.*

*All Executive Board members must be notified of special meetings at least seven (7) days prior to the meeting. Only business mentioned in the notice of a special meeting can be transacted at that meeting.*

#### *Urgent Executive Board Meetings*

*Urgent meetings of the Executive Board shall be called to discuss a time-sensitive or critical situation or issue as determined by the NCAC Chairperson.*

*Every effort shall be made to provide as much notice as possible but a minimum 24-hour notice shall be issued through the NCAC Email system.*

*The link for the electronic meeting shall be posted on the NCAC website and via email at least 24 hours prior to the meeting.*

Reduces minimum notice for urgent meetings after some discussion. These should be quite rare.

This subsection discusses meetings of the Executive Board (new Article 6)

### 3. Subcommittee Meetings

Standing and Ad Hoc subcommittees shall meet as they deem necessary, either electronically or hybrid.

Meeting notices shall be posted at least seven (7) days in advance of the meeting date on the NCAC website and distributed to the NCAC membership email list.

#### QUORUM Section B. Quorums

A quorum sets the minimum number of members present to discuss business and to vote.

Subject to these Bylaws, for regularly scheduled and special meetings, a minimum of 8 members **15 members** must be present to constitute a quorum to conduct a meeting and take action for all membership meetings of the NCAC, whether regularly-scheduled, special or urgent meetings.

For electronic meetings, there must be eight members total in attendance to constitute a quorum, as confirmed by the electronic record of the meeting.

A majority of the members must be present to constitute a quorum for all Executive Board, as well as Standing and Ad-hoc Subcommittee meetings. For the Bylaws committee, 3 members must be present to constitute a quorum.

#### MOTIONS Section C. Motions

Any members attending meetings may present motions. Members have the right to present, discuss and vote on motions, per the current edition of Robert's Rules of Order Newly, Revised, these NCAC Bylaws and applicable Oregon law.

Action on new business items that are not on the agenda shall be referred to the Executive Board or a subcommittee, as appropriate.

#### CONFLICT OF INTEREST Section D. Conflict of Interest

After each meeting is called to order and the minutes of the prior meeting are acted upon, but prior to the start of each meetings' agenda of new business, the Officers will be asked by the Chair or Vice Chair the next item on the agenda shall be a statement by the officers or subcommittee members in their respective subcommittee meetings to declare whether they have any conflicts of interest that may exist, or are perceived conflicts, of interest to

Quorum was a separate article, and is included within Article 5 as a separate section in the proposed bylaws

Adds definition of quorums separately

Changes quorum for membership meetings to 15, per RROO recommendation for an organization this size

RROO-recommended quorum for small groups

Motions was a separate article, and is included within Article 5 as a separate section in the proposed bylaws

Clarifies how motions can be presented and discussed, as well as non-agendized business

Conflict of Interest was a separate article, and is included within Article 5 as a separate section in the proposed bylaws

Adds declaration of subcommittee members requirement at subcommittee meetings

exist, regarding action items to be discussed at that meeting.

**Conflict of interest is defined in Article 10.**

~~If any Officer votes or proposes a position on a proposition in which the Officer has a direct, indirect, special or financial interest, that Officer is obligated to disclose the existence of such interest to the membership before voting or proposing a position.~~

All discussions of conflict, perceived or real, shall be made part of the record by the Secretary.

### **VOTING** Section E. Voting

~~Neskewin CAC NCAC~~ actions shall be by majority vote of the members, ~~including Officers,~~ present, **including election of officers.** **The exception is NCAC Bylaws amendments, which require two-thirds vote.** ~~Voting shall be by a show of hands. In the event of an electronic meeting, those attending remotely shall register their vote via electronic polling. Those attending via video conferencing shall register their vote via electronic polling or a roll-call vote. Members attending a hybrid meeting in person may vote by a show of hands or paper ballot.~~

~~Any member or Officer may request a roll call vote. Roll call votes shall be made part of the record by the Secretary. A motion for a roll-call vote may be made only before or immediately following the vote on an issue. A roll call vote requires a motion and approval of the membership attending the meeting. If the motion for a roll call vote is approved by a majority, then each attendee shall declare their name and membership qualification (resident, property owner, or business owner), followed by their vote on the original issue. Each declaration shall be recorded and made a permanent part of the meeting record.~~

**A Member must be present to vote. Proxy voting is prohibited.**

The Secretary shall make a permanent record of the **summary outcome of any vote.** ~~electronic poll. In the event that electronic polling is not available, the Chair may request a roll call vote.~~

**Votes in the Executive Board and subcommittee meetings shall be decided either by consensus or by the majority of the members of that body. All other voting rules apply.**

Minority viewpoints shall be ~~made a part of~~ **included in** the record **and in any NCAC report** by the Secretary. Members may also submit **to the NCAC** their minority positions in writing ~~at the time of the meeting to the Chair and Secretary, who shall include that~~

Adds further definition of Conflict of Interest in Article 10. Further clarification will be defined in the P&P.

Clarifies and updates majority requirements for voting

States roll-call voting procedure per RROR

Clarifies that proxy voting is prohibited, per RROO and OPML. This is not new, but was not clear.

Allows for consensus in Executive Board and subcommittee meeting as an option

Clarifies and expands on minority reports

position in the record and in any Neskowin CAC report. *within one week after the meeting at which a vote has been taken. One or more representatives of minority position(s) may be designated in the meeting to write a minority report.*

*When a report to another agency or entity is due in a period shorter than one week, the time for inclusion of the minority submission is the day before that due date.*

*The P&P describes the suggested form and format for both majority and minority reports to outside agencies.*

## COMMUNICATIONS *Section F. Communications*

*Written comments and agenda items for General Membership meetings will be placed on the agenda if received by the Chair by the Wednesday two weeks prior to the Saturday Meeting, as long as the proposed agenda item is within the scope of the Neskowin CAC activities.*

*Minutes of each meeting shall be made available to all members as soon as possible after that meeting.*

*E-mail and the NCAC website shall be the preferred methods of communications.*

*All known meetings or hearings affecting the Neskowin CAC NCAC Area area of responsibility will shall be announced at regular or special, or urgent meetings or by email, as appropriate.*

*Periodic community surveys will be taken to determine the interests and concerns of the members of the Neskowin CAC regarding land use issues.*

P&P (future)

*Communications* was a separate article, and is included within Article 5 as a separate section in the proposed bylaws

First paragraph moved to Article 5, Section 1 and reworded

Included under Article 4, Secretary, and in P&P (future)

Surveys moved to P&P (future)

## ARTICLE 6. EXECUTIVE BOARD

### *Section A. Composition*

*The Executive Board shall consist of members of the NCAC:*

- Elected and appointed NCAC officers*
- Immediate past-chairperson*
- Chairpersons of subcommittees and task forces*

*The Tillamook County Community Development Director shall serve in an advisory capacity.*

### *Section B. Duties*

Entirely new section to describe the composition, duties and actions of a new Executive Board, as recommended by Robert's Rules of Order. It will be particularly helpful for the officers and subcommittee chairs to be able to discuss plans more fully and more frequently than allowed in membership meetings, while still following OPML.



*The Executive Board shall:*

- *Transact necessary business between meetings of the membership and such other business as may be referred by the membership. This includes planning agendas, discussing the work of officers and subcommittees.*
- *Led by the Treasurer, prepare a budget for approval by the membership at the June annual meeting.*
- *Authorize the payment of membership bills within the limits of the budget adopted by the membership. Such action must be ratified at the next membership meeting and must be recorded in the membership minutes.*
- *Recommend to the membership creation of subcommittees as are deemed necessary to promote the purposes and to carry on the work of the NCAC.*
- *Constitute task forces as needs arise, with ratification at the next NCAC membership meeting, and appoint task force members, as appropriate.*
- *Present a report at meetings of the membership.*
- *Perform other duties specifically assigned by other provisions of these bylaws.*

*Section C. Actions*

*The Executive Board shall take no actions that would conflict with the NCAC Bylaws or action taken by the membership. The Executive Board may make recommendations to the membership for approval in regular membership meetings.*

**COMMITTEES** **ARTICLE 7. SUBCOMMITTEES AND TASK FORCES**

*A subcommittee of the NCAC is responsible for considering, investigating and making recommendations on policy issues of interest to the NCAC. Subcommittees are subject to OPML.*

*A task force is charged with implementing assigned actions. A task force does not address policy issues, and it is not subject to OPML. A task force may have a chair, but does not require a quorum.*

*Both subcommittee and task force chairpersons shall be members of the Executive Board.*

*Subcommittees shall make recommendations to the regular membership either by consensus or by a majority vote of the subcommittee membership. Subcommittees shall record and provide minutes of subcommittee meetings to the Secretary.*

Changes “committees” to “subcommittees,” since NCAC is a committee

Defines and differentiates between a subcommittee and the new concept of task force

Some shifting of text within the article and rewording

~~Members of both Committees, or any others formed by the NCAC, will be recommended by the Chair and voted on by the Neskowin GAC general membership.~~

~~The Chair shall seek committee membership that reflects a cross-section of the community interests and viewpoints.~~

*The Executive Board shall communicate a request to the membership for volunteers for subcommittees. Subcommittee membership should reflect a cross-section of the community.*

*Volunteers should indicate a willingness to serve by submitting a notice of interest as described in the subcommittee position application. The notice of interest may include a brief biography, including interests and viewpoints, and any relevant qualifications.*

*Subcommittee members shall be elected by the membership, while task force members shall be appointed by the Executive Board.*

~~Committee members with three consecutive unexcused absences may be removed from the committee by the Chair. Subcommittee or task force members may be removed from their position by the Executive Board for any reason determined to be in the best interests of the respective body.~~

~~Initially, there shall be two standing committees, a Bylaws committee and a Nominations committee, established by these Bylaws.~~

*The NCAC shall have a standing Bylaws Subcommittee.*

*A standing Outreach Task Force shall be responsible for promoting membership, coordinating the recruitment of officers, subcommittee members and task force members.*

*A standing Communications Task Force shall be responsible for assisting the NCAC Secretary.*

#### *Section A. Bylaws Subcommittee*

~~The Bylaws Committee~~ *Subcommittee* will be composed of at least three (3) and no more than seven (7) members. The *sub*committee will be *is* responsible for reviewing *the NCAC Bylaws and recommending* changes to the bylaws suggested by the Chair or the general membership *officers, members and/or the subcommittee members themselves.*

~~The~~ *This Bylaws Subcommittee will shall review the NCAC Bylaws annually and* prepare reports to the general NCAC membership with recommended actions to be taken, *when appropriate.*

The *members of the* Bylaws *Sub*committee shall *be elected at the June annual meeting and* serve a one-year term from July 1 to June 30.

*The Bylaws Subcommittee is responsible for the maintenance of the P&P. Updates to the P&P shall be recommended by the Bylaws*

Changes way that subcommittee members are selected (elected vs. appointed) and how members can apply

Clarifies the operation of the Bylaws Subcommittee

Requires annual review



Subcommittee and approved by the membership. Definition of the P&P is in Article 10.

### Section B. Outreach Task Force

The Outreach Task Force shall report to the Executive Board and have the following specific tasks:

1. Recruit applicants and recommend individual candidates for offices and subcommittees to the membership for election
2. Recruit applicants and recommend individual candidates for task forces
3. Perform outreach to the Neskowin community to increase:
  - Membership in NCAC
  - Community awareness of the role of NCAC

~~A Nominations Committee will be appointed by the Chair four months before an election. The purpose of the Committee shall be to prepare a slate of candidates for each position. The Committee is dissolved after the election.~~

### Section C. Communications Task Force

~~In addition to the four Officers named above, the Chair may~~ **The Executive Board shall appoint one or more** a Communications Coordinators **to the Communications Task Force. This task force shall report to the Secretary.** The purpose of the ~~Coordinator~~ **Communications Task Force** is to ~~help~~ **assist the Secretary** with the ~~technological~~ **communications and information technology** needs of the Neskowin CAC (NCAC).

~~In the event that the Chair does not appoint a Communications Coordinator, the responsibilities of the Coordinator shall be handled by the Secretary. The Secretary has ultimate responsibility for Communications Coordinator duties if a Communications Coordinator is unavailable or unable to serve.~~

~~The Communications Coordinator shall:~~ **The responsibilities of the Communications Task Force are:**

- Maintain the NCAC website.
- ~~Hold the main Administrative role for~~ **Administer** the NCAC website, ~~Zoom account~~ **electronic meeting platform**, and any other communication related electronic accounts.
- Maintain the NCAC electronic database and archives and facilitate access to said archives for the ~~NCAC Secretary, Officers and other contributors and volunteers as needed~~ **NCAC members.**
- **Communicate the agenda, related meeting documents, and registration link for membership, Executive Board and subcommittee meetings to the membership via email and by posting on the NCAC website.**
- **Collect membership information, as described in the P&P**

New responsibility for new document

This new task force replaces the Nominations Committee and provides a marketing function as delineated

The Communications Task Force replaces the Communications Coordinator position previously in STRUCTURE AND RESPONSIBILITIES with some rewording

- *Physically post information about the NCAC periodically as described in the P&P*
- Upload **NCAC** electronic records for the NCAC to the NCAC cloud storage **database system** and a local NCAC storage device *as specified in the P&P*.
- Post notices of ~~Land Use applications~~ **land-use application** meetings and related **Tillamook** County rulings regarding Neskowin area **Area** properties to the ~~Neskowin CAG~~ **NCAC** website.
- Facilitate communications between the NCAC officers, Tillamook County, and the NCAC membership, **and** relay relevant email to the appropriate officer or **subcommittee** chair **person**.
- Email meeting agendas to the NCAC membership roster and post the meeting notices and agendas on the Neskowin CAC website.
- Email the link and registration for electronic meetings to the NCAC membership and post the meeting link on the NCAC website.
- Host or assist in hosting electronic meetings ~~and archive records and data from said meetings in accordance with Oregon Public Meeting Law.~~

Covered elsewhere in this section

#### *Section D. Other Subcommittees & Task Forces*

Other *standing or ad hoc* subcommittees may be established as needed by the membership. *The* purpose and ~~time~~ **term of service of each subcommittee shall** will be established at time of formation.

Specifies how new subcommittees and task forces may be set up.

*The purpose, composition and operations of additional subcommittees shall be included in the P&P. If those subcommittees complete their purpose, references to it may be deleted from the P&P.*

*Task forces may be constituted by the Executive Board as needs arise. The Executive Board shall move to ratify the creation of the task force at the next regular membership meeting of the NCAC.*

**Members of both Committees, or any others formed by the NCAC, will be recommended by the Chair and voted on by the Neskowin CAC general membership.**

These blue items are moved elsewhere in Article 7 and reworded.

**The Chair shall seek committee membership that reflects a cross-section of the community interests and viewpoints.**

**Committee members with three consecutive unexcused absences may be removed from the committee by the Chair.**

**Committees shall record and provide minutes of committee meetings to the Secretary.**

**Committees shall make recommendations to the General Membership by a majority vote of the committee membership.**

**ARTICLE 8. PARLIAMENTARY AUTHORITY**

All meetings shall be open to the public and be governed by the Oregon Public Meeting Law, these Neskowin CAC Bylaws, and Robert's Rules of Order as appropriate.

The current edition of Robert's Rules of Order, Newly Revised (RROO) shall be the governing rules of the operation of the NCAC, its subcommittees, and task forces. These rules shall apply in all cases unless they are inconsistent with OPML, Tillamook County ordinances, or NCAC Bylaws.

This is a new article, per RROO recommendation. The only mention in the old bylaws is in the MEETINGS article (at left) in blue.

This article covers the entire bylaws.

**BYLAW REVISION ARTICLE 9. AMENDING THE BYLAWS**

A change to existing bylaws may be proposed in writing at any time to the Chair. All proposed changes in the bylaws amendments, regardless of their source of initiation, will shall be forwarded to the Bylaws Committee Subcommittee for consideration study and recommendation at least one month before the meeting in which the vote is to be taken.

The Bylaws Committee will review and report back to the membership at the next General Membership meeting on any proposed bylaw changes with a recommendation. Unless otherwise instructed by a vote of the membership or directed by the Executive Board, the Bylaws Subcommittee shall set a time for the vote to be taken. The Bylaws Subcommittee shall present its review of any proposed amendments to the NCAC Membership in such a manner as to ensure timely, inclusive, and transparent decision making.

After review and approval by Tillamook County Counsel, any changes amendments shall be voted on at the next membership meeting provided that written notice of the changes have been emailed to all registered members at least ten (10) 40 days prior to the meeting.

Said change will become effective immediately upon the recording of a simple majority vote in favor of the proposal at the meeting. Amendment of these NCAC Bylaws shall require a two-thirds-majority vote of the NCAC Membership present at any regular membership NCAC meeting. The amended bylaws shall become effective immediately upon approval.

Specifies the timing of the referral to the Bylaws Subcommittee for study

Describes how the bylaws subcommittee shall review and propose any amendments to ensure timely, inclusive and transparent decision making

Changes threshold to 2/3 majority from simple majority for adoption of bylaws amendments (RROO recommendation)

**ARTICLE 10. OTHER BYLAWS PROVISIONS**

### Section A. Governing laws

The NCAC is organized under Statewide Planning Goal 1, which was adopted by the State Land Conservation and Development Commission on December 27, 1974 and became effective January 1, 1975. The NCAC operates pursuant to Order #13-034 as adopted by the Tillamook County Board of Commissioners on May 1, 2013.

### Section B. Organization

The NCAC is organized as a public body as defined by the Oregon Public Meeting Law (OPML).

### Section C. Policies and Procedures

The NCAC may establish a Policies and Procedures document that lists the rules detailing the administration and implementation of the functions of the NCAC.

The P&P may be amended with a simple majority vote of the NCAC membership. These rules shall not conflict with these NCAC Bylaws or the OPML.

### Section D. Definitions of Terms Used

#### **Business**

A commercial entity, verifiable by current registration to do business in Oregon through the Oregon Secretary of State Business Registry.

#### **Business Owner**

A natural person who is an owner of record of a business that operates primarily from a property site located within the NCAC Area, including in addition any natural person who has managerial responsibility for, or a beneficial interest in, such business as (1) a trustee or beneficiary of a trust, (2) a manager or member of an LLC, (3) an officer, director, or shareholder of a corporation, or (4) a partner of a partnership. It shall not include homeowner associations or the holders or owners of liens or encumbrances, rights of way or easements.

#### **Conflict of interest**

Any financial interest or personal relationship that may affect a person's ability to exercise their independent judgment on a matter before the committee or subcommittee.

#### **Property**

(1) A dwelling unit that provides complete, independent,

New Article for miscellaneous items, some of which were moved and reworded from other areas in the old bylaws, and some new.

Section A: moved from MISSION article and slightly reworded

Section B moved from STRUCTURE & RESPONSIBILITIES article

Section C regards a new document called Policies and Procedures (P&P) that will provide more detailed information regarding the operation of the NCAC.

Section D. provides more detailed descriptions of terms elsewhere in the bylaws. They make the other areas more readable, while allowing specificity in this article.

and self-contained living facilities, including sleeping, eating, sanitation, and cooking facilities; (2) a parcel of land or (3) a business within the NCAC Area, which serves as a basis for qualification as a member.

**Property Owner**

A natural person who is an owner of record of real property within the NCAC Area, including in addition any natural person who has managerial responsibility for, or a beneficial interest in, such property as (1) a trustee or beneficiary of a trust, (2) a manager or member of an LLC, (3) an officer, director, or shareholder of a corporation, (4) a partner of a partnership, or (5) a person holding a life estate. It shall not include homeowner associations or the holders or owners of liens or encumbrances, rights of way or easements.

**Resident**

A natural person who maintains residency within the NCAC Area for at least 6 months of the year, within the intent of ORS 247.035: "Rules to consider in determining residence of person for voting purposes".

**Task Force**

A limited number of members charged with performing specifically assigned duties and reporting to the Executive Board. Task forces do not require a quorum. A task force shall not address policy issues and is not subject to Oregon Public Meeting Law.

**Section E. Funding**

All funds received by the NCAC shall be used to offset the costs of the NCAC or for the specific purposes for which they are given.



**Appendix (will be in P&P)**

**Article 3, Section A Membership Area Reference Map**

This map is a composite of a Tillamook County map and a USGS watershed map. There are slight mismatches between the two maps, due to the changing coastline.

The blue-green area represents the properties in the Unincorporated Neskowin Community Boundary. The orange line is the outline of the Neskowin watershed. The portion of the Neskowin watershed that extends into Lincoln County is not included in the NCAC area.

Base Map source: [Tillamook County Maps \(arcgis.com\)](http://Tillamook County Maps (arcgis.com))

The watershed is specified by the USGS as HUC 12-171002030903.

[\(Water | U.S. Geological Survey \(usgs.gov\)\)](http://Water | U.S. Geological Survey (usgs.gov))

See also: [Watersheds – Nestucca, Neskowin & Sand Lake Watersheds Council \(nestuccawaters.org\)](http://Watersheds – Nestucca, Neskowin & Sand Lake Watersheds Council (nestuccawaters.org))

