

Policy & Procedures Committee Minutes

Tuesday, May 31, 1 p.m. | Zoom Meeting

Members: Jessica Epley, Micah Brown, Melanie Lewis, Alba Vogland, Josh Thomas and Kitty O'Keefe

Guests: none

1. Announcements and Introductions

- a. Jessica called the meeting to order at 1 p.m. and introductions were made.
- b. Motion was made by Jessica and 2nd by Alba to approve the minutes from 4.20.22. Kitty to post on website.

2. New Business

- a. Discuss OUNC Bylaws
 - i. See attachment #1 for reference. (BYLAWS REDUX)
 - ii. Members reviewed edits and additions under Article II
 - o Section 1. Clarification of the Board's roles and responsibilities to include oversight of the Executive Director.
 - o Section 2. Adding reference that meetings are conducted in accordance with Roberts Rules. Addition of reference to Oregon. Include language that all meetings will be hybrid and will be recorded.
 - o Section 3. Renamed to 'Officers'. Changed dates when nominations and elections will occur. Clarify the chairpersons' duties and responsibilities.
 - o Section 4. Clarified that Committee Chairs are appointed by the BOD at the first of each year.
 - iii. Members reviewed edits and additions under Article V
 - o Section 1. Addition of the phrase "to the bylaws".
 - iv. Jessica's will bring to the full board a motion: *Recommend adoption of the revisions the Bylaws as recommended by the Policy & Procedures Committee as outlined above.*

3. Old Business

- a. Policy & Procedures: Chapter 1
 - i. Executive Committee - tabled

4. For the Good of the Order

5. Next Meeting

- a. Proposed date
 - i. June 28, 2022 – discuss Employee Manual.

6. For the Good of the Order

Meeting adjourned at 1:30 p.m. Minutes submitted by Kitty O'Keefe 5.31.22

OREGON UTILITY NOTIFICATION CENTER BYLAWS

(previously revised and approved by BOD on 12/11/2019)

THE MISSION OF THE OREGON UTILITY NOTIFICATION CENTER

To operate and maintain a state-of-the-art one-call system for the State of Oregon to reduce damages to underground facilities and to promote public safety related to excavation issues.

THE CREATION OF THE OREGON UTILITY NOTIFICATION CENTER

The 1995 legislature created the Oregon Utility Notification Center as a state agency with the mandate to:

- Solicit prospective Board Members from organizations that have a vested interest in excavation related activities and submit those nominees to the Governor for appointment to the Board of Directors.
- Develop, adopt and implement the Oregon Administrative Rules (OAR's) necessary to protect excavators, the general public and buried facilities from damages caused by excavation activities.
- Institute a statewide one-call system that will provide the critical communication link between those planning to dig and those operators that may have buried facilities in an area of proposed excavation so that those facilities may be located and marked before excavation begins.
- Require all operators of buried facilities in a public right of way, or utility easement, to register those facilities with the Oregon Utility Notification Center so that a statewide inventory could be created.
- Require all excavators to call the Oregon Utility Notification Center and request locates prior to excavation. All operators of buried facilities identified within an area of proposed excavation shall be notified of the impending excavation and shall be required to accurately mark their facilities within two business days.
- Establish an equitable rate structure to support the work and activities directed by the Board of Directors.

ARTICLE I
OFFICES

1. The principal office of the Oregon Utility Notification Center (OUNC) shall be located in the State of Oregon.
2. The OUNC, through its Board of Directors, may create offices at other places within the State of Oregon, as the business of the OUNC may require.

ARTICLE II
BOARD OF DIRECTORS

1. **POWERS:** The Board of Directors shall have and shall exercise all of the powers allowed by law and shall have the full authority to act on behalf of the OUNC in its management and control, not only of the OUNC's business, but all of its assets, subject only to these bylaws and to the laws of the State of Oregon.

The Board of Directors shall have sole power, subject to the laws of the state of Oregon, to determine how OUNC funds shall be utilized for OUNC business.

The Board of Directors shall oversee the performance of the Executive Director through annual reviews. The Board shall have the power to make decisions regarding personnel recruitment, hiring, salary, benefits, scope of authority, spending limits, disciplinary action, termination, and other related matters.

2. **MEETINGS:** The Board of Directors may adopt rules governing regular or special meetings compliant with the latest revision of the Oregon Attorney General's Public Records and Public Meetings Manual. Meetings shall be noticed and conducted consistent with the requirements of Oregon's Public Meetings Law.

All special and regular meetings will be conducted in accordance with Roberts Rules of Order, latest edition. The chairperson or a majority of the currently filled seats of the Board may call a special meeting at any time.

Remote participation options shall be offered for Oregon Utility Notification Center public meetings, which will be recorded. Members of the Board of Directors may attend meetings remotely.

Providing there is a quorum (7 members) present, a simple majority vote of board members present at any meeting is sufficient to elect officers, pass any resolution, or conduct OUNC business.

Per ORS 757.547 (4), the Board of Directors shall meet at least once every 3 months.

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~~If a Board member fails to attend a scheduled meeting for three quarters (9 months), without good cause, the Board member may be removed by the Board.~~

- OFFICERS:** The Board of Directors shall select, from its own membership, a chairperson, vice chairperson, secretary and treasurer, all of whom shall serve for a one-year term or the remainder thereof.

Board nominations for new officers shall be held in ~~September~~, elections made in ~~October~~, term of office beginning effective January 1.

The Chairperson shall preside over meetings of the board of directors and serve as Chair of the Executive Committee. The Board of Directors may assign other duties and responsibilities to the Chair.

The vice-chairperson shall have the duties and responsibilities of the chairperson in the absence of the chairperson, as well as such other duties and responsibilities as the Board of Directors may assign.

The secretary or designee shall take minutes of all meetings and shall be responsible for providing notice of meetings. The secretary shall have such other duties and responsibilities as the Board of Directors may assign.

The treasurer shall be responsible for ensuring the books and depositories of the OUNC are properly maintained. The treasurer shall have such other duties and responsibilities as the Board of Directors may assign.

- COMMITTEES OF THE BOARD:** The Board of Directors may appoint or disband committees from the membership of the Board. Such committees shall have authority to review and report to the Board of Directors with respect to matters that may be assigned to them. Committee members shall serve at the pleasure of the Board of Directors. Chairpersons of standing committees shall be appointed by the board chairperson during the first Board meeting of each year, or as necessary.
- CONFLICT OF INTEREST:** A Board member shall declare an actual conflict of interest or potential conflict of interest and abstain from participating in discussion, debate, or voting on those topics.
- NOMINATIONS OF BOARD MEMBERS:** The Board of Directors shall solicit nominations as identified in ORS 757.547.

ARTICLE III

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FUNDS

The funds of the OUNC shall be deposited as the Board of Directors designates; such deposits must be with a financial institution of high credit quality. Funds are to be withdrawn only upon signature of person(s) authorized by resolution of the Board of Directors.

ARTICLE IV

FISCAL YEAR

The fiscal year of the OUNC shall be commensurate with the calendar year.

ARTICLE V

AMENDMENTS TO THE BYLAWS

A two thirds (2/3) affirmative vote of the currently filled seats of the Board of Directors is required in order to adopt new bylaws or amend or repeal existing bylaws.