

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
- Make approved payments from the NCAC checking account 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.

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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.

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 for offices and subcommittees
- Recruit applicants 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 has 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.