



BYLAWS for FAIR CONTRACTING FORUM

Fair Contracting Forum, (“Body”)

I. Body original established in 1997 and reconstituted on November 20, 2013 by action of the Portland City Council.

Council Resolution 37041

A. Purpose

The Fair Contracting Forum exists to provide insight and invite greater community input regarding the City’s procurement practices to ensure that City contracts are awarded fairly and efficiently

B. Sponsor: Office of the Mayor

C. Sponsor’s liaison/title: Chief Financial Officer

II. City Role

The Sponsor or designee will provide a staff person to assist with technical support, substantive expertise, logistical assistance, administrative assistance, and advice to the Body. The Sponsor or designee will also provide public notice of all meetings, post materials to a webpage, and prepare meeting summaries that outline the issues discussed, the areas in which there is agreement, and any remaining issues on which agreement was not reached.

III. Frequency of Meetings

The Body shall meet at least 3 (three) times each calendar year and/or as otherwise necessary to conduct its business. Meetings shall be conducted in accordance with the operating procedures specified herein.

IV. Membership and Term

A. Total membership shall be no more than 15 appointed seats. The seats shall be appointed for a term of 2 (two) or 3 (three) years. The Sponsor’s designee shall

determine at the time of appointment for each seat whether that seat shall be appointed for a term of 2 or 3 years.

B. Terms

All terms begin at the time of appointment and end at the designated time. Member organizations shall be consistent however, individual members may not be appointed to more than 2 consecutive terms. For the purposes of this Body all seated members will be considered Public Officials.

C. Quorum

A Quorum shall consist of those members present at any regularly scheduled meeting. A Quorum shall consist of 50% plus at least one of seated members for any special or ad-hoc meeting.

D. Voting

Majority of quorum present per the authority of these By-Laws shall be required to pass any measure brought before the Forum.

A quorum of voting members shall be necessary to make decisions that represent the position of the Body and to fulfill any other responsibilities.

Members may not have alternates. If a position is vacated during a term, it shall be filled for the unexpired term by an appointee selected by the Sponsor's designee.

The City shall not have more than one voting member of the Forum and that shall be the Sponsor or Sponsor's designee.

V. General Operating Procedures

A. Disclosure of Conflicts of Interest or other significant connection

- A public official is required to make an announcement of the nature of a conflict of interest each time the issue giving rise to the conflict of interest is discussed or acted upon?
- The announcement needs to be made on each occasion when the public official is met with the conflict of interest. Each time a public official is met with a conflict of interest the nature must be disclosed.
- For example, an elected member of the city council would have to make the public announcement one time when met with the conflict of interest, but only one time in each meeting of the city council. If the matter giving rise to the conflict of interest is raised at another meeting, the disclosure must be made again at that meeting.

- Another example would involve an employee in a city planning department who would have to give a separate written notice before each occasion they encounter a matter that gives rise to a conflict of interest. [ORS 244.120(3)]
- Staff are obligated to keep a record of all conflicts of interest that are announced during each meeting.
- If it is found that a member did not disclose a conflict of interest, staff must alert the Bureau Director of the instance
- Any potential or actual conflict of interest noted by staff will be included in the recommendation report provided to city council or other final decision making body.

B. Meetings will be conducted to foster collaborative decision-making using either:

- Robert's Rules of Order culminating in a majority vote
- Consensus decision making: a creative and dynamic way of reaching agreement between all members of a group. Instead of simply voting for an item and having the majority of the group getting their way, a group using **consensus** is committed to finding solutions that everyone actively supports, or at least can live with.
 - Still requires a quorum
 - Still requires a final vote

VI. Removal of Members

- A. All members serve at the pleasure of the Sponsor and may be asked to resign or be removed at the Sponsor's discretion at any time unless authority [code, statute, etc.] exists requiring a different process.
- B. Any member who does not give notice that they intend to be absent from a scheduled meeting three times or for more than 50 percent of the meetings in any year (counted from beginning of term) may be removed by the Sponsor.
- C. Process for removal
- For unexcused absences: Sponsor's liaison keeps attendance and informs Sponsor of absences, who in turn informs the member in writing that they have been removed as a member of the Body.
 - For significant/continual Conflicts of Interest by Sponsor who will inform the member in writing that they have been removed as a member of the Body.

VII. Officers and Subcommittees (optional)

The officers of the Body may consist of a Chairperson (Chair) and a Vice-chairperson (Vice-Chair) appointed by:

Majority vote of members present.

The Chair shall be responsible for conducting the meetings of the Body. The Vice-Chair shall act as Chair when the Chair is not available. The Chair and Vice-Chair will be active and voting members. Sponsor or Sponsor's designee may serve as Chair in the absence of the Chair and Vice-Chair, but shall not have a vote on any matters.

The Chair will encourage full and safe participation by representatives in all aspects of the process, assist in the process of building consensus, and ensure all participants abide by the Body's operating procedures. The Chair will also serve as liaison between the members of the Body and the City. In consultation with the Facilitator (if there is one) and Bureau liaison, the Chair will develop meeting agendas, establish subcommittees if needed, and ensure an efficient advisory process.

The Body may divide its members into subcommittees authorized to act on behalf of the full Body for an assigned purpose. Subcommittee membership will be determined by the Chair. Subcommittee meetings are also subject to Oregon Public Meetings Law and must abide by quorum requirements when voting. While subcommittees may engage non-members, only members may vote to approve reports and recommendations to be forwarded to the full Body.

VIII. Facilitator Role (optional)

The City may contract with an independent, neutral third party whose role is to facilitate meetings, help develop recommendations, and produce approved reports. As a neutral collaborative process provider, the Facilitator will not act as an advocate on any issue, any interest group, or any member of the Body.

Specific facilitators' responsibilities are determined by the needs of the Bureau and advisory board, but may include to:

- Ensure a welcoming meeting environment where all members can participate.
- Ensure a safe environment for minority opinions.
- Conduct meetings in a manner to foster collaborative decision-making and consensus building.

IX. Communications

Members agree that transparency is essential to all deliberations. In that regard:

- Members are requested to copy [both] the City staff liaison [and Facilitator] on all communications from/to interest groups (other than a group specifically represented by a member) commenting on the Body's deliberations. These communications will be included in the public record as detailed below and copied to the full Body as appropriate.

X. Public Meetings and Records

Meetings of the full body and subcommittee meetings are open to the public and will be conducted under the provisions of Oregon Public Meetings Law (ORS 192.610-690). The Bureau liaison will provide notice to the public regarding the dates, times and locations of all meetings.

All records of the Body, including formal documents, discussion drafts, meeting summaries and exhibits, are public records. Communications among members related to the subject matter of this Body should not be treated as confidential and may be subject to public records requests.

“Communications” refers to all statements and votes made during meetings, memoranda, work projects, records, documents or materials developed to fulfill the charge, including electronic mail correspondence by and among the members. The personal, private notes of individual members taken at public meetings might be considered to be public to the extent they “relate to the conduct of the public’s business,” (ORS 192.410(4)).

XI. Amendment of Bylaws

The Body may vote to recommend to the Elected-in-Charge¹ amendment or repeal of these Bylaws. The Bureau may also recommend changes to the Elected-in-Charge. The Elected-in-Charge must sign off on original bylaws and any amendments to the bylaws. Members have no authority to amend bylaws without approval.

Original Bylaws Created by: _____, on _____.
(name/title) (date)

Approved by: _____, on _____.
(Elected/Bureau Director) (date approved)

Amended: _____, on _____.
(name, title) (date amended)

Approved by: _____, on _____.
(Elected/Bureau Director) (date approved)

Amended: _____, on _____.
(name, title) (date amended)

Approved by: _____, on _____.
(Elected/Bureau Director) (date approved)

¹ In the case of a Category III Body, the Bureau Director or designee may approve the am amendment of the bylaws.