

**BY-LAWS OF THE CENTRAL EASTSIDE
TRANSPORTATION AND PARKING ADVISORY COMMITTEE**

A COMMITTEE OF THE CENTRAL EASTSIDE INDUSTRIAL COUNCIL

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**ARTICLE I.
NAME AND ADDRESS**

The name of the committee shall be the **Central Eastside Transportation and Parking Advisory Committee (TPAC)**. A committee of the Central Eastside Industrial Council (CEIC), a Non-Profit corporation. A principal office address for the committee will be established.

**ARTICLE II.
AUTHORITY, MISSION AND SERVICE AREA**

Section 1. Authority.

The TPAC is organized exclusively for those purposes defined; and is a committee to (and governance by) the CEIC as limited by *Section 501 (c)(6)* of the Internal Revenue Code. Where by-laws of the TPAC conflict with by-laws governing the CEIC, CEIC by-laws take precedence.

The TPAC was formed in response to the City of Portland Bureau of Transportation (PBOT) June 2012 Central Eastside Parking Management Plan (CEPMP) and adopted by City Council resolution 36938. The resolution allows PBOT to establish a Transportation and Parking Management Association (TPMA), a commonly used public-private partnership model, for the Central Eastside Industrial District (CEID). It is the intent that this committee will function in a manor based on the criteria associated with a TPMA as identified in the CEPMP.

Specifically as noted in the CEPMP the TPAC will:

- Implement the CEPMP and collaborate on refinements over time.
- Provide parking and transportation self-governance for stakeholders, neighborhoods and the CEIC in a collaborative manner with PBOT.
- Create an on-street exceptions process with ongoing refinements mutually agreed by the CEIC and PBOT.
- Serve as a forum for action, planning and program implementation and monitoring of parking and transportation regulations as the district evolves.
- Bring more balance and focus to multiple modes of transportation within the district.
- Establish a funding strategy including permit surcharges and meter revenue sharing to fund other parking and transportation solutions in the CEID.

Although the TPAC is an advisory committee, it is intended the TPAC have the ability to function independently on decisions and policies that benefit the mission of the TPAC. As such the TPAC has independent voting authority with two exceptions. 1) The TPAC is advisory on Budget and/or contractual obligations that remain the responsibility of the CEIC board. 2) The Chair of the TPAC has authority to request CEIC board review for

actions that may require coordination with the CIEC board or conflict with the mission of the TPAC or the CEIC. See Diagram 1.

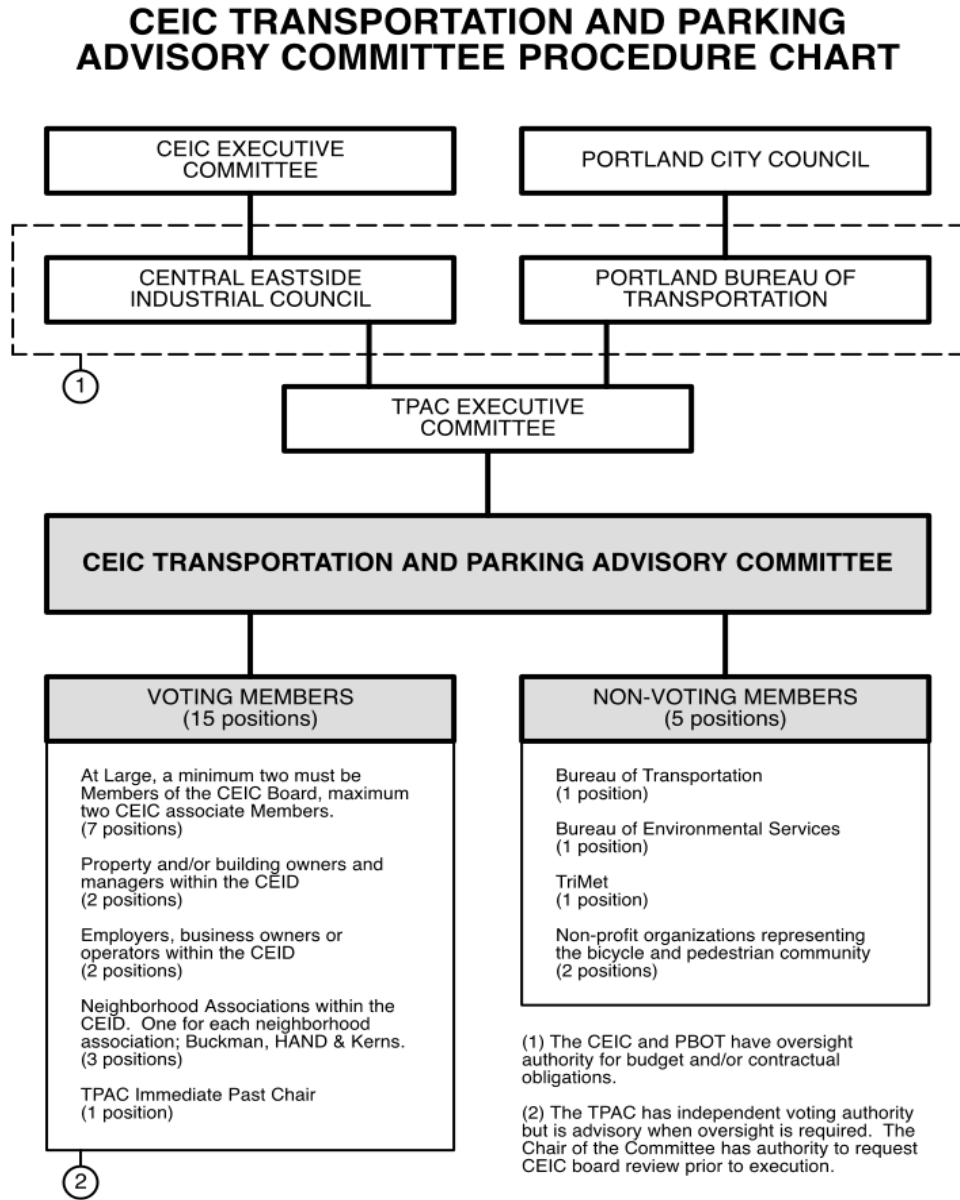


Diagram 1. TPAC Procedure Chart

Section 2. Mission.

The mission of the TPAC is to support and promote the economic vitality, employment and safety of the CEID through cooperative, business-supported programs promoting efficient, balanced transportation and parking systems and land use patterns.

The primary goal of the committee is to leverage the transportation and parking systems to assist, foster, and expand employment and business growth in the CEID. Key elements of this activity will include improved parking management; freight mobility and delivery of goods and services; utilization of public transit; an integrated and cooperative approach to ridesharing; bicycle and pedestrian measures, resolving conflicts to maximize throughput of right of way, utilizing appropriate transportation demand management (TDM) and other sustainable measures to improve air quality and livability for residents, employers and employees in the area served by the TPAC.

The TPAC may advise on local government measures and policies in the public interest, but may not support or oppose any candidate or political party.

Section 3. Service Area.

The service area of the TPAC is the area encompassing the CEID, roughly bounded by the Willamette River on the West side, Twelfth Avenue on the East side, Powell Boulevard on the South side and Sullivan's Gulch, also known as the Banfield Freeway, on the North side. Service area expansion beyond the boundaries of the CEID would require approval from the TPAC Members, the CEIC Board as well as all business and/or neighborhood associations that overlap those areas.

ARTICLE III COMMITTEE MEMBERS

Section 1. Committee Members.

The TPAC shall have Committee Members. The Members shall consist of approximately 10 to 15 voting Members and 5 non-voting Members. ~~The Members may adjust the number of Members from time to time but limited to a maximum of 15 voting Members and maximum 22 total Members in accordance with ARTICLE III, Section 4 Committee Representatives by Category.~~

Section 2. Membership.

Candidates shall apply to the TPAC for committee Membership consideration. It is the intent that this committee represents diverse interests *inside the Central Eastside Industrial District. To be eligible to serve, candidates must apply following the TPAC application process. See attached requirements (Addendum 1).* Applicants are not required to work or live in the district and are not required to be a member of the CEIC. The TPAC may form a sub-committee for purposes of reviewing the applications. The

TPAC will ~~endorse potential candidates and forward their~~ recommend a slate of candidates to the CEIC Board for confirmation as a Member. The TPAC and CEIC Board have the right to reject any candidate for any reason. There is an eight (8) year term limit for all TPAC membership. No member can serve more than 8 consecutive years on the TPAC. All TPAC members will complete the conflict of interest form. See Addendum 2 conflict of interest form. All TPAC members will complete a demographic form and finish Equity, HR 2.02 and Public Official Ethics trainings within 90 days of appointment.

Section 3. Voting and Non-voting Members.

Voting members will only be eligible to vote after they have attended a minimum of two consecutive meetings. Each voting Member will be given one vote on the committee. The Committee Chair will be given one vote if necessary to break a tie vote.

Ex-Officio non-voting Members shall include those public agencies and interested parties that have a working affiliation with the TPAC. Public agency representatives including the Director of the City of Portland's Bureau of Transportation or designee, the Director of the City of Portland's Bureau of Environmental Services or designee and the General manager of Tri-Met or designee. Other non-voting Members may also include representatives of other public agencies or associations as deemed appropriate by the Members.

Except as noted in ARTICLE II, Section 1, Authority, the powers of the Voting Members are as follows:

- A. To take actions that benefit the mission of the TPAC
- B. To select and remove any (or all) Members and/or officers of the TPAC with the exception of the Committee Chair (an appointed position).
- C. To plan, manage and control the affairs and business of the TPAC.
- D. To change the principal office of the TPAC to another location.
- E. To advise on borrowed money and incurred indebtedness for purposes of the TPAC goals.
- F. To advise on the solicitation, collection, receipt, acquired, holding and invested money and property for purposes of the TPAC goals.
- G. To monitor and advise on monthly expenses submitted for reimbursement from PBOT.
- H. To monitor and advise on accounts established to receive and furnish funds for purposes of the TPAC goals.

I. To advise on entering into and carrying out contracts with private persons, firms, associations, corporations or any local, regional, state or federal government for purposes of the TPAC goals.

J. To participate in and recommend an annual budget for the TPAC and expenditures of revenues collected for the purposes of the TPAC goals.

Section 4. Committee Representatives by Category.

Committee Members shall be selected according to the following Membership categories as follows:

Member Category (see note 1)	Number in Category
Voting Members	
<i>At Large (Minimum two must be Members of the CEIC Board, maximum two CEIC associate Members)</i>	7
Property and/or building owners and managers within the CEID	2
Employers, business owners or operators within the CEID	2
City recognized neighborhood associations within the CEID (see note 2)	3
TPAC Immediate Past Committee Chair	1
Total Voting Members	15
Non-Voting Members	
Portland Bureau of Transportation	1
Portland Bureau of Environmental Services	1
TriMet	1
Non-profit organizations representing the bicycle and pedestrian community	2
Non-voting Ex-Officio Members	5
TOTAL TPAC COMMITTEE MEMBERS	20

(1) Categories are not specifically exclusive and the number of voting and non-voting Members may vary. However, there shall be no more than 15 voting Members nor more than 22 total committee Members.

(2) One for each neighborhood association; Buckman, HAND & Kerns.

Section 5. Term.

The term for any Member shall be 2 years. One-half of the voting Members shall be elected each year. Members may serve multiple terms. The TPAC may extend an additional year to any Member to keep the turnover balanced from year to year.

Section 6. Vacancies.

Any vacancy occurring of any Membership position may be filled at the discretion of the TPAC and in accordance with ARTICLE III, Section 2 Membership.

Section 7. Resignation.

Any Member may resign by giving written notice to the Chair or Secretary. Such notice shall be effective upon receipt.

Section 8. Leaves of Absence.

Committee Members may grant leaves of absence of up to three months upon written request by a Member.

Section 9. Removal.

Any TPAC Member or Officer (except the Chair) may be removed for any reason by a consenting two-thirds vote of the total voting Members by either the TPAC or CEIC Board.

Section 10. Place of Meeting.

The Committee Members may hold its meetings at such places as determined by the Members.

Section 11. Regular Meeting Dates.

Regular meetings of the Members shall be held on such dates and at such times and places as specified in a resolution adopted by the Members then in effect. Meeting, time, location and agenda will be announced on a publicly accessible web page (or hard copy by request) a minimum of one week in advance of the meeting. The meeting minutes/summary including votes by name will be available on a publicly accessible web page or hard copy by request. The opportunity for public comment shall be on each agenda..

Discussion and vote on recommendations forwarded to PBOT will occur at public meetings.

Section 12. Bi-Annual Officer Selection.

Members shall meet every two years for the purpose of election of officers (with the exception of the Chair position). The bi-annual meeting shall be held on the date and at the time and place as shall be stated in the notice of the meeting, which notice shall be in writing and shall be mailed at least seven days prior to the annual meeting. Per CEIC bylaws Article X, Section 1, the current President of the CEIC will appoint a CEIC board member to the Committee Chair position.

Section 13. Special Meetings.

Special Members meetings shall be held at the desire of the Chair or Secretary, or any three voting Members. At least five days written notice for a special meeting stating the time and place of the meeting shall be sent to each Member.

Section 14. Quorum.

A majority of the total number of voting Members shall constitute a quorum for the transaction of business. A quorum is required to conduct business and take a vote. ~~Members may proxy their vote by signature (or email), however a proxy does not count towards a quorum.~~

Section 15. Attendance.

If any Officer or Member is absent from three consecutive regularly scheduled committee meetings, the Members may take action to declare a vacancy. The Member may re-appoint or appoint a new Member as in accordance with ARTICLE III, Section 2 Membership to fill the position.

Section 16. Compensation.

Members shall serve without compensation for their services.

Section 17. Liability of Members.

For purposes of liability the TPAC is advisory to the CEIC. As such, Members and Staff of the TPAC shall not be personally liable for debts, liabilities, or other obligations of the TPAC. The CEIC is obligated to carry D & O and General Liability Insurance. Upon request the CEIC will make available a copy of the current policies to the Secretary of the TPAC.

Section 18. Budget Review.

Once a year TPAC Members will meet to recommend an annual budget for the TPAC and expenditures of revenues collected for purposes of the TPAC goals. The budget will be forwarded to the CEIC Board for approval. Representatives from the TPAC may be asked to attend the CEIC Board meeting to present their recommendations.

Section 19. Executive Committee.

There shall be an Executive Committee of the Members in accordance with ARTICLE IV.

**ARTICLE IV
OFFICERS OF THE COMMITTEE**

Section 1. Number, Qualifications, Term, Election and Duties.

The officers of the TPAC shall be the Chair appointed by the CEIC President; as well as Vice Chair, Secretary and Treasurer elected from among its voting Members. One person may at the discretion of the Members, jointly hold the positions of Secretary and Treasurer. The Chair of the Committee shall serve for a term of two years. All other officers shall serve for a term of one year. Officers may succeed themselves during the time they are eligible as Members. In addition to specific duties prescribed below, officers shall perform duties as may from time to time be assigned by the Members or the Chair.

Section 2. Removal.

Any officer (except the Chair) can be removed at any time for any reason by action of the Members. The CEIC President may remove the Chair appointment at any time for any reason.

Section 3. Chair of the Committee.

Per CEIC bylaws Article X, Section 1, the President of the CEIC will appoint a CEIC board member to the Chair position on the Committee. It is intended (but not required) the Chair hold the position for two years to coincide the CEIC President's two-year tenure. The Chair of the TPAC shall set the agenda and preside at each meeting of the Members and the Executive Committee. The Chair shall receive notice of and be entitled to attend meetings of all TPAC committees and sub-committees. The Chair will be given one vote if necessary to break a tie.

Section 4. Vice Chair.

The Vice Chair will assist the Chair in carrying out the duties of the Chair and shall preside in the Chair's absence at Members meetings and the Executive Committee.

Section 5. Secretary.

The Secretary shall be responsible for supervising the recording and keeping minutes of all Members meetings, the Executive Committee, and other committees as required. The Secretary shall keep a roster of the Membership of the TPAC; cause notice to be given of all Member meetings and of the Executive Committee. The Secretary shall have charge of the records of the TPAC and specifically as it relates to the Central Eastside Industrial Council status as a private non-profit corporation ensures that all required reports and statements are properly kept or filed.

Section 6. Treasurer.

The Treasurer shall be responsible for supervising the financial administration of the TPAC; for the custody of all funds of the TPAC; the keeping of full and accurate accounts of assets, liabilities, receipts and disbursements and other transactions; obtaining audits of TPAC financial records and books under the guidance and direction of the Members; deposit all moneys and other valuable effects in the name and credit of the TPAC in banks or other depositories as may be designated by the CEIC Board. The Treasurer shall disburse the funds of the TPAC as may be (under Member advisement) authorized by the CEIC Board. The Treasurer shall provide the Members, Chair or the CEIC Board a statement of all TPAC transactions and an account of the financial condition of the TPAC monthly.

Section 7. Vacancies.

Any vacancy of an officer position (except the Chair) shall be filled for the remainder of the term from the remaining Members by action of the sole remaining Members. The Vice Chair will fill a vacancy of the Chair until such time as the CEIC President can make a new appointment.

Section 8. Resignations.

Any officer may resign by giving written notice to the Chair or Secretary of the Committee. Such resignation shall be effective upon receipt.

Section 9. Executive Committee.

There shall be an Executive Committee of the Members, which shall consist of the Chair, the Vice Chair, the Secretary, the Treasurer, the Immediate past Chair, ~~and the Executive Director.~~ In addition, the Chair may appoint additional Members deemed beneficial to the Executive Committee, however Chair appointments terminate at the end of the Chair's tenure.

The Executive Committee shall have all the authority of the Members subject to adopted policy of the Members. The Executive Committee shall not have the power to amend the by-laws nor to appoint officers of the Committee. Actions of the Executive Committee

shall be reported to the Members and subject to ratification at its next meeting. Executive Committee meetings shall be called by the Chair or established by resolution of the Members; a majority of the Members of the Executive Committee shall constitute a quorum.

ARTICLE V. PERSONNEL

Section 1. Executive Director.

The CEIC Board will appoint the Executive Director. In general, the Executive Director shall be the chief administrative officer of the TPAC, subject to the above conditions as well as the direction of the Members. The CEIC Board shall approve the job description for the Executive Director. The Executive Director shall be responsible for the daily operations; organization and staff of the TPAC; and such other duties as may from time to time be assigned by the Chair. The Executive Director will attend and may participate in discussions at meetings of the TPAC and its committees but will have no vote on the committees.

Section 2. Other Personnel.

The CEIC Board may authorize employment of such other office and professional personnel and retain consultants as may be deemed necessary. The Executive Director shall be responsible for hiring/terminating other personnel.

Section 3. Compensation.

The salaries of staff, administrators or employees of the TPAC shall be fixed by the CEIC board and submitted to PBOT on a monthly basis against funds available for reimbursement.

ARTICLE VI. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year.

The fiscal year of the TPAC shall begin on the first day of May of each year to coincide with the issuance of Parking Permits.

Section 2. Service Fees.

The Members shall recommend fees deemed necessary for transportation demand management services including parking permit or other fees as approved by the CEIC Board. Meter funds and Permit Fees will be collected and held by the City of Portland Bureau of Transportation.

Section 3. Gifts.

Members may not accept on behalf of the TPAC any contributions, gifts, or bequests for the general or any special purpose of the TPAC without approval from the CEIC Board.

Section 4. Budget.

The Members shall adopt a recommended budget for the ensuing year for presentation and approval by the CEIC Board.

Section 5. Approved signatures.

The CEIC will act as Signatory. Signatures necessary on contracts, checks, and orders for payment, receipt, or deposit of money, and access to securities of the TPAC shall be forwarded to the CEIC Board for disposition and/or approval.

Section 6. Receipt of Funds and Contracts for Funds.

Funds received from fees for services, permit fees, grants or other sources will first be placed into the TPAC checking and or money market account as approved by the CEIC and overseen by the Treasurer. The Members may recommend the CEIC to enter into contracts necessary to attain the objectives of the TPAC. However only the CEIC board has approval to initiate contracts.

Section 7. Books and Records.

The TPAC shall keep correct and complete books and records of accounts, summaries of the proceedings of meetings, and a Membership roster. Annually the Members shall have prepared a financial balance sheet showing its financial condition including a statement of receipts and disbursements for the preceding twelve-month period and ensure that all required reports and statements are properly kept or filed as required for the Central Eastside Industrial Council private non-profit corporation. Records and books shall be kept at a location designated by the CEIC Board.

**ARTICLE VII.
NON-LIABILITY**

No Members or Staff of the TPAC and no contributor to the TPAC shall be liable for the acts of the TPAC, its Committee Members, its agents, or its representatives. Since the TPAC is advisory to the CEIC, the CEIC shall indemnify any person who was or is a party, or was threatened to be made a party, to any threatened, pending or completed action, suit or proceeding civil, criminal, administrative or investigative when the person is/was a Member, officer, employee or agent of the TPAC except that to the extent that such claims, suits etc., shall arise by virtue of willful misconduct or gross negligence.

ARTICLE VIII.

TPAC BY-LAW AMENDMENTS

By-laws may be proposed for amendment or revision by a two-thirds (2/3) vote of the Members at any meeting provided that the proposed action was stated in specific terms in the notice of the meeting. The CEIC Board will review proposed By-law changes for approval and has the right to refuse or modify the proposal prior to adoption. Where committee amendments to the By-laws conflict with by-laws governing the CEIC, the CEIC by-laws will take precedence. The CEIC Board has the authority to overturn TPAC By-laws where it conflicts with CEIC By-laws.

ARTICLE IX TPAC POLICY

Policies governing decisions by the TPAC may be proposed for amendment or revision by a two-thirds (2/3) vote of the Members at any meeting provided the proposed action was stated in specific terms in the notice of the meeting. The CEIC Board will review proposed Policy changes for approval and has the right to refuse or modify the Policy prior to adoption. Once approved, Policy decisions by the TPAC do not require CEIC board approval for implementation.