

CHAPTER 2 – BOARD OF DIRECTORS MEETING RULES

2.00 **Open Meetings.** Regular, special, and emergency meetings of the Board of Directors (Board) shall be open to the public except as otherwise provided by law.

(2.00 added by Ordinance No. 328)

2.05 **Regular Meetings.**

A. **Time and Place.** The Board shall hold regular monthly meetings at a time and place fixed by resolution of the Board.

B. **Adjourned Meetings.** Regular meetings may be adjourned to a specific time and place before the day of the next regular meeting. A meeting may be adjourned by the vote of the majority of Board members present, even in the absence of a quorum. Published notice of the time and place of an adjourned meeting is not required. Matters included on the agenda of the regular meeting that is adjourned to a later date need not be republished. New matters to be considered at the adjourned meeting shall be published in the same manner as the agenda for a regular meeting.

(2.05 amended by Ordinance No. 176, Section 1, and Ordinance No. 328)

2.10 **Special Meetings.** The President of the Board or a majority of the directors may call special meetings. Five days' written notice of special meetings shall be given to each director not joining in the call of the meeting. At least 24 hours' notice shall be given to the general public.

(2.10 amended by Ordinance No. 328)

2.11 **Emergency Meetings.** In case of actual emergency, the President of the Board or any two of the directors may call emergency meetings. Notice as is appropriate to the circumstances shall be given. The minutes of emergency meetings shall describe the nature of the emergency justifying less than 24 hours' notice.

(2.11 (formerly 2.12) added by Ordinance No. 159, Section 2, and amended by Ordinance No.328)

2.13 **Executive Sessions.** The Board may hold executive sessions as permitted by law.

(2.13 added by Ordinance No. 328)

2.15 **Agenda.**

A. An agenda that states the time, date and location of the meeting, that contains a brief description of ordinances and other matters to be considered at the meeting, and that states that copies of the ordinances to be considered are available at the TriMet office, shall be published in at least one newspaper of general circulation in the District. The agenda shall be published not more than ten, nor less than four days before the meeting. If a meeting is to be entirely in executive session, the agenda shall so state and also shall state the specific

provision of law authorizing the executive session.

- B. The General Manager shall direct the preparation of each Board agenda, with full authority to add or delete items, subject to Board direction. Routine matters shall be placed on a Consent Agenda, which may be adopted in total by the Board with a single vote. Any Board member may remove a matter from the Consent Agenda to the Regular Agenda during Board briefings or Board meetings.
- C. Ordinances and resolutions will typically be prepared by the Legal Services Department and placed on the agenda upon direction of the General Manager or the Board. Any Board member may, however, place an ordinance on the agenda by submitting the ordinance to the Clerk of the Board at least 12 days prior to the Board meeting at which the ordinance is to be considered (allowing time for publication of the ordinance by title and review for legal sufficiency). Resolutions should be submitted in the same manner, but may be initially introduced at a Board briefing or Board meeting by any Board member and placed on the agenda by majority vote of those members present.
- D. An ordinance receiving a favorable vote of a majority of Board members present, but not a majority of the entire Board, will remain on the agenda for the succeeding meeting unless otherwise disposed of by duly adopted motion (e.g., to Table or Refer to Committee).
- E. The Board retains ultimate control over its agenda, and may add or delete items by duly adopted motion.

(2.15 amended by Ordinance No. 159, Section 1, and Ordinance No. 328)

2.20 **Ordinances.**

A. Generally.

- (1) The legislative action of the Board shall be by ordinance.
- (2) Ordinances may be adopted at regular meetings, adjourned regular meetings, special meetings and emergency meetings.

B. Readings.

- (1) Except to meet an emergency, no ordinance shall be adopted unless it has been read during two regular meetings of the Board at least six days apart. An ordinance may be adopted immediately following the second reading or at any time thereafter.
- (2) Each reading of an ordinance shall be full and distinct unless at the meeting a copy of the ordinance is available to each person who desires a copy and the Board directs that the reading be by title only.

C. Adoption.

- (1) Ordinances shall be adopted by the affirmative vote of a majority of the directors on a roll call vote, and the vote of each director present shall be recorded.
- (2) An ordinance to meet an emergency may be read once and adopted immediately following the first reading, without being described in the published agenda, if the ordinance receives the unanimous vote of all directors at the meeting, a quorum being present, and if the ordinance contains a specific statement of the reasons immediate action is required. Within 15 days after adoption of an emergency ordinance, notice of adoption of the ordinance shall be published in at least one newspaper of general circulation in the District, containing a brief description of the ordinance, the date the ordinance was adopted, the effective date and a statement that a copy is on file for public inspection at the TriMet office and at the office of the Multnomah County Clerk.

- D. Effective Date. An ordinance takes effect 30 days after its adoption or at such later date as the Board provides; except that an ordinance to meet an emergency, adopted in the manner set forth in TMC 2.20(C)(2), may take effect immediately upon adoption or at such later time as the Board designates in the ordinance.
- E. Filing. Within seven days after adoption, each ordinance shall be signed by the presiding officer, attested by the person who served as recording secretary at the meeting at which the Board adopted the ordinance, and filed in the TriMet records. A certified copy of each ordinance shall be filed with the Multnomah County Clerk.

(2.20 amended by Ordinance No. 159, Section 3, and Ordinance No. 328)

- 2.25 **Resolutions.** All matters other than legislation coming before the Board and requiring Board action shall be handled by resolution. Resolutions shall be by voice vote; however, the minutes shall record the vote of each member by name.

(2.25 amended by Ordinance No. 328)

2.30 **Meetings.**

- A. Presiding Officer. The President, and in his absence, the Vice President, and in the absence of both, a director selected by the directors present to act as chairman pro tem shall preside at meetings of the Board. The President, Vice-President and chairman-pro-tem shall each have signature authority to sign ordinances, resolutions and other Board approved or Board authorized instruments following the meeting over which they presided, or following such meeting in the absence of the Presiding Officer.
- B. Minutes. The Secretary or a person designated by the Secretary shall keep a record of the proceedings and prepared minutes of the Board meetings.
- C. Quorum. A majority of the directors is a quorum.
- D. Rules. Roberts' Rules of Order shall be the parliamentary procedure for meetings of the Board except when a specific rule is provided by statute or this Chapter.

(2.30 amended by Ordinance No. 159, Sections 4 and 5, and Ordinance No. 328)

2.35 **Board President**

The President individually retains all power not specifically designated to the Board as a whole. The President may appoint committees to make investigations, study problems and to make recommendations to the Board. Advisory committees may include persons who are not Board directors.

(2.35 amended by Ordinance No. 328)

2.40 **General Manager**

- A. **Meetings**. The General Manager shall attend all meetings and participate in such meetings, but shall not vote.
- B. **Authority**. The General Manager shall have full charge of the acquisition, construction, maintenance and operation of the transit system of the District, and the administration of the business affairs of the District, subject to the policies adopted by and the supervision of the directors acting as the Board.

(2.40 amended by Ordinance No. 328)

2.45 **Public Testimony at Board Meetings**

- A. **Public Hearings**. The Board may conduct public hearings for the purpose of receiving public testimony on specific agenda items pending before the Board.
- B. **Public Forum**. Members of the public may address the Board on general matters during a time designated for Public Forum.
- C. **Public Testimony Procedure**. Members of the public interested in providing testimony before the Board must sign in with the Board Clerk. All testimony is generally limited to three (3) minutes per participant. The President or Presiding Officer has the authority to extend, shorten or eliminate the allotted testimony time. The President or Presiding Officer may establish other reasonable procedures as determined appropriate to facilitate effective public participation and efficient administration of Board meetings. Any person who fails to comply with reasonable procedures or creates a disturbance may be asked or required to leave and upon failure to do so becomes a trespasser.

(2.45 amended by Ordinance Nos. 328 and 334)