



---

**HUMAN RESOURCES COMMITTEE  
BOARD SUBCOMMITTEE  
BYLAWS**

**ARTICLE I  
PURPOSE**

**SECTION 1.1 *Purpose.*** The Human Resources Committee (“Committee”) was established by the Lane Transit District (“LTD” or the “District”) Board of Directors (the “Board”) to facilitate and make recommendations regarding the General Manager’s goals, annual performance evaluation, and contract terms.

**ARTICLE II  
GOVERNANCE PROCEDURES**

**SECTION 2.1 *Governance Procedures.*** The Human Resources Committee will comply with Oregon’s Public Meetings Law, Public Records Law, and all applicable governance procedures set forth in the LTD Ordinance Providing Rules for Meetings of the Lane Transit Board of Directors, attached hereto as Exhibit A.

**ARTICLE III  
MEMBERSHIP, COMPOSITION, APPOINTMENT**

**SECTION 3.1 *Membership.*** The Human Resources Committee shall consist of three (3) Board members. All members of the Committee are voting members.

**SECTION 3.2 *Composition.*** This section intentionally left blank.

**SECTION 3.3 *Appointment.*** Appointment to the Committee will be made by the Board president.

**ARTICLE IV  
TERMS OF SERVICE, VACANCIES**

**SECTION 4.1 *Terms of Service.*** Members shall serve for the duration of their Board appointment, or as otherwise determined by the Board president.

**SECTION 4.2 *Vacancies.*** The Board president shall appoint a Board member to fill any vacancy.

**ARTICLE V  
OFFICERS, DUTIES**

**SECTION 5.1 *Officers.*** The Committee shall choose from among its members, by majority vote of the members, a president to serve a one (1) year term. Terms of office shall begin on the first day of January and end on the last day of December each year. Each member, before entering upon the duties of office, shall take and subscribe to an oath that the member will honestly, faithfully and impartially perform duties as a member and disclose any conflict of interest the member may have in any matter to be acted upon by the Committee.



**SECTION 5.2 President.** The president, and in the president's absence, a member selected by the members present to act as president pro tem, shall preside at the Committee meetings. The presiding officer shall be entitled to vote on all matters and may make and second motions and participate in discussion and debate.

**SECTION 5.3 Vice President.** This section intentionally left blank.

**SECTION 5.4 Secretary.** This section intentionally left blank.

**SECTION 5.5 Treasurer.** This section intentionally left blank.

**SECTION 5.6 Vacancies.** In the case of a vacancy in any office other than by expiration of an officer's term, the vacancy shall be filled by election by the Committee members when the need arises and the newly elected officer shall take office immediately upon the occurrence of such vacancy to fill the balance of the unexpired term.

**SECTION 5.7 Committee Assignments.** This section intentionally left blank.

## **ARTICLE VI** **CODE OF ETHICS AND CONFLICT OF INTEREST POLICY**

**SECTION 6.1 Code of Ethics and Conflicts of Interest Policy.** Each Committee member, as a member of the LTD Board of Directors, is governed by the Board of Directors Ethics and Conflicts of Interest Policy, attached hereto as Exhibit B, and will complete the Conflicts of Interest Acknowledgment and Disclosure Form annually.

## **ARTICLE VII** **MEETINGS**

**SECTION 7.1 Committee Meetings.** The Human Resources Committee will comply with Oregon's Public Meetings Law, Public Records Law, and all governance procedures and meeting requirements set forth in the LTD Ordinance Providing Rules for Meetings of Lane Transit District Board of Directors, attached hereto as Exhibit A. This Article VII is intended to supplement the law and LTD's Ordinances.

**SECTION 7.2 Quorum Requirements.** A quorum of Committee members is a majority of the Committee members, even if a member is absent or a position is vacant.

**SECTION 7.3 Meeting Times.** The Human Resources Committee will meet on an as needed basis. Respect the scheduled starting and ending times for meetings.

**SECTION 7.4 Attendance.** All Committee members are expected to regularly attend Committee meetings and be fully engaged with minimal distraction (from cell phones, etc.) at regularly scheduled Committee meetings, unless prevented by illness or an unavoidable cause.

**SECTION 7.5 Telephonic Attendance.** If a Committee member is unable to attend a meeting, there is an option to attend telephonically. A Committee meeting can also be held telephonically, without any members having to physically attend, so long as all the requirements of the Public Meetings Law are still followed (notice, recording, and a location for the public to attend and listen).

**SECTION 7.6 Meeting Preparation.** All Committee members should prepare for Committee meetings by reading the materials ahead of the meeting.

Q:

Adopted: 04\_16\_03

Revised: 03\_21\_18



---

**SECTION 7.7 Committee Meeting Discussion.** Committee discussions should be thorough yet concise and pertinent to the issues on the agenda.

**SECTION 7.8 Public Participation.** Although Public Meetings Law guarantees the public the right to attend all public meetings, it does not provide the public the right to participate. Public testimony is typically not received at Committee meetings, although it is adjustable at the discretion of the president and the Board of Directors.

**SECTION 7.9 Scheduling.** All Committee members are expected to cooperate in scheduling special meetings and/or work sessions for training purposes.

## **ARTICLE VIII** **VOTING RULES**

**SECTION 8.1 Voting.** Committee members are expected to cast a vote on all matters except when a conflict of interest arises.

**SECTION 8.2 Conflict of Interest.** Committee members should be familiar with the Board of Directors Ethics and Conflicts of Interest Policy, attached hereto as Exhibit B. If a Committee member believes he/she may have a conflict of interest, that concern should be communicated with the Clerk of the Board and/or the General Manager in advance of the Board meeting. They may consult with legal counsel.

**SECTION 8.3 Voting Requirements.** The affirmative vote of a majority of all Committee members (two of three) is required to pass a motion. Even if only two members attend the meeting, two must vote affirmatively to pass the motion.

## **ARTICLE IX** **PUBLIC MEETINGS LAW AND PUBLIC RECORDS LAW**

**SECTION 9.1 Legal Requirements.** The requirements of Oregon's Public Meetings Law must be followed whenever a quorum of Committee members meet to deliberate toward a decision. All Committee communications are subject to the Public Records Law. This Article IX is intended to supplement the requirements of the Public Meetings Law and Public Records Law.

**SECTION 9.2 Serial Communications.** If Committee members have serial communications among a quorum of its members, the requirements of the Public Meetings Law apply. A serial communication occurs when Committee member 1 deliberates toward a decision with Committee member 2, which is a quorum of Committee members. While serial communications can take place in person or over the phone, they most often occur via email.

**SECTION 9.3 Committee email.** The following guidelines apply to use of Committee email:

- a. Committee members should use their LTD email account for all Committee-related business;
- b. Do not reply to Committee emails to deliberate towards a decision that should occur in public session;
- c. "Deliberation towards a decision" can only occur among Committee members. It is acceptable to reply to an email from the General Manager and/or Clerk of the Board, so long as the General Manager and/or Clerk of the Board do not share your opinion with any other Committee members; and

Q:

Adopted: 04\_16\_03

Revised: 03\_21\_18



- d. Committee emails are subject to public records request. As a general rule, do not write anything in an email that you would not want printed in the newspaper.

**ARTICLE X**  
**SEVERABILITY**

**SECTION 10.1 *Severability*.** If any provision of these Bylaws or its application to any person or circumstances is held invalid, the remainder of these Bylaws, or the application of the provision to other persons or circumstances is not affected.

**ARTICLE XI**  
**AMENDMENTS**

**SECTION 11.1 *Action*.** These Bylaws, as adopted by the Board, may be revised or amended at any regular or special meeting of the Board by a vote of the majority of the whole membership of the Board.