



# MEMORANDUM

EUGENE WATER & ELECTRIC BOARD

*Rely on us.*

TO: Commissioners Carlson, Barofsky, McRae, Schlossberg, and Brown  
FROM: Anne Kah, Administrative Services Manager; Frank Lawson, CEO & General Manager  
DATE: March 1, 2023 (March 7, 2023, Board Meeting)  
SUBJECT: Proposed Update to EWEB Bylaws  
OBJECTIVE: Direction

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## Issue

Article XII, Section 2 of the EWEB Bylaws states that “The Bylaws will be reviewed during the first three months following the swearing-in of elected commissioners.” EWEB may amend the Bylaws after stated public notification and by a majority vote of the Board. The Bylaws were last amended on April 6, 2021 by Resolution No. 2108.

## Background

A copy of the Bylaws, including recommendations for administrative updates, was provided to Commissioners in the February 7, 2023 board packet. Management requested that Commissioners review the Bylaws and provide feedback to the Administrative Services Manager in preparation for the March 7, 2023 board meeting. As of this writing, Board members have not indicated a desire for additional changes to the Bylaws other than those presented last month.

## Discussion

Two articles have been recommended for Commissioner consideration and potential amendment, as follows.

ARTICLE VIII, Section 1 states “A quorum shall consist of three members of the Board.”

ARTICLE VIII, Section 2 states “In order to pass a resolution, motion, or other measure, an affirmative vote of at least 3 commissioners (a majority of the 5 commissioner positions) is required.”

On July 5, 2022, Commissioners approved an [amendment to Board Policy GP7 Board Parliamentary Procedures](#). The statements in Board Policy GP7 that correlate with the Bylaws were amended as follows.

QUORUM: “A quorum shall consist of a majority of members of the Board.”

BOARD ACTIONS: “In order to pass a resolution, motion, or other measure, an affirmative vote of a majority of the entire Board is required.”

These changes were made so the Board could continue to conduct business during the extraordinary event of two concurrent vacancies on the Board. For consistency, the Bylaws should be amended to reflect the intent of Board Policy GP7, Board Parliamentary Procedures.

A copy of the proposed amendments to the Bylaws is attached herein for Commissioners' review and comments. At the March 7, 2023 meeting, Board members are invited to voice their support for the changes as written, propose alternative language, and/or suggest additional modifications.

Based on the Board's direction, any newly proposed amendments will be provided to Commissioners for final review at a future board meeting (if needed). After receiving Board endorsement to proceed, the proposed amendments will be posted publicly for the required 14-day period, and subsequently placed on the following month's consent calendar for Board action. If the Board does not recommend additional changes during the March 7, 2023 meeting, management will seek approval of the amendments as reflected herein on the April 4, 2023 consent calendar.

**Recommendation**

Review and provide direction on the Bylaws at the March 7, 2023 board meeting.

**Requested Board Action**

None at this time.

Attachment: EWEB Bylaws approved April 6, 2021 with suggested edits displayed in red-lined format.

## Eugene Water & Electric Board Bylaws

### ARTICLE I

#### Section 1.

The name of this organization is the Eugene Water & Electric Board.

#### Section 2.

Authority for the powers and functions vested in the Eugene Water & Electric Board is established by Chapter 10, Section 44, of the [Charter of the City of Eugene](#), (1976), as amended.

#### Section 3.

The Eugene Water & Electric Board is defined as a political subdivision of the City of Eugene, a municipal corporation.

### ARTICLE II

#### Section 1.

The principal purpose of the Eugene Water & Electric Board is to benefit the citizens of Eugene by providing water, electric and other physical energy services to its customers while maintaining cost based rates in accordance with ORS Chapter 225.

### ARTICLE III

#### Section 1.

The Eugene Water & Electric Board shall comply with all applicable federal, state, and local laws and regulations relating to its activities.

### ARTICLE IV

#### Section 1.

The Board is composed of five electors of the city who shall serve without pay.

#### Section 2.

-Eugene Code 2.966 (3) provides that, "In 1978, and every fourth year thereafter, two members shall be elected to the Eugene Water & Electric Board, one from Wards 4 and 5 and one from the city at large. In 1980, and every fourth year thereafter, three members shall be elected to the Board, one from Wards 1 and 8, one from Wards 2 and 3, and one from Wards 6 and 7."

## ARTICLE V

### Section 1.

The officers of the Board shall be president and vice president. The president and vice president will be elected annually. The Board shall appoint a general manager-secretary and fix their compensation and conditions of employment. The general manager-secretary shall designate an assistant secretary, treasurer, and assistant treasurer.

### Section 2.

Consultants to the Board shall be approved ~~through by the~~ Board ratification upon recommendation by the general manager-secretary as provided by policy adopted by the Board.

## ARTICLE VI

### Section 1.

The function of the president is to preside over all meetings of the Board. The Board shall conduct meetings in accordance with Board policies. If the Board is unable to resolve procedural issues, the Board shall use Robert's Rules of Order. The president's role shall be primarily procedural, and the president shall have no greater vote on substantive matters than other members of the Board. The president will also represent the Board as required within the community and coordinate among the Board as necessary in the conduct of Board functions.

### Section 2.

The function of the vice president is to perform the duties and responsibilities of the president in their absence or as agreed upon by the Board.

### Section 3.

The general manager-secretary shall report to the Board as a whole and is responsible for implementing policies and directions established by the Board. The general manager-secretary acts as chief executive officer of the organization and shall have all authority to: operate all utilities, hire, appoint, terminate or remove employees, organize and, as the general manager-secretary deems necessary, disband and reorganize departments, act as contracting and purchasing agent for EWEB and award contracts within their delegation of authority and for which there is an appropriation (except as otherwise provided in EWEB Purchasing Policies), prepare budgets, and enforce resolutions of the Board. The general manager-secretary shall also be responsible for preparing reports requested by the Board, representing the utility to the public, other agencies and organizations, and performing such other duties as the Board directs. The general manager-secretary may lawfully delegate any or all of the responsibilities within their authority.

## ARTICLE VII

### Section 1.

The organizational meeting of the Board will be held at the first regular meeting of each calendar year. The primary purpose of the organizational meeting is the election of Board officers and other routine annual business.

### Section 2.

The Oregon form of government requires an informed public aware of the deliberations and decisions of public bodies and the information upon which such decisions were made. It is the intent that Board decisions be approved openly. Except as otherwise provided by law: all meetings of the Board shall be open to the public and all persons shall be permitted to attend, no quorum of the Board shall meet in private for the purpose of deciding on or deliberating toward a decision on any matter; an executive session may be held only for those purposes allowed by law (ORS 192.610-.690).

### Section 3.

In accordance with applicable State and Federal laws, Commissioners shall not use or attempt to use their official position or office to obtain financial gain or avoid financial detriment. Commissioners shall follow requirements of applicable law as to announcing conflicts of interest or potential conflicts of interest, and requirements for refraining from discussion, debate, or voting in matters where an actual conflict exists. Commissioners shall abide by applicable laws on gifts, pledges or promises of employment, personal gain through use of confidential information, and prohibitions on representation of others before the Board. The Board may from time to time utilize Board policies or guidelines on conflicts of interest and other ethical standards.

### Section 4.

A commissioner shall not qualify for employment at EWEB while serving on the Board and for twelve months after serving on the Board.

## ARTICLE VIII

### Section 1.

A quorum shall consist of a majority of members ~~three members~~ of the Board.

### Section 2.

In order to pass a resolution, motion, or other measure, an affirmative vote of a majority of members of the Board ~~at least 3 commissioners (a majority of the 5 commissioner positions)~~ is required.

## **ARTICLE IX**

### **Section 1.**

Should a vacancy occur on the Board, the remaining Commissioners will appoint a qualified elector to fill such vacancy. The appointment shall be made within 90 days. (Eugene Charter Section 24)

### **Section 2.**

Attendance at all meetings of the Board is required of Commissioners. Prior notification of absence should be given to the Board or the ~~general manager-S~~secretary whenever possible. The Board shall have power to declare vacant the office of a member who shall absent themselves from three consecutive regular meetings without an excuse satisfactory to the Board (Eugene Code 2.205).

## **ARTICLE X**

### **Section 1.**

The regular meeting of the Board will be held at 5:30 p.m. on the first Tuesday of each month, unless that Tuesday falls on or generally conflicts with a national holiday in which case the meeting may be on the next business day or on another Tuesday in that month. If an additional regular meeting is required, the general preference will be to hold that meeting at 5:30 p.m. on the third Tuesday of the month. The Board President and the General Manager-Secretary may reschedule these meetings, schedule additional meetings, or cancel any meeting of the Board by mutual agreement.

## **ARTICLE XI**

### **Section 1.**

All regular and special meetings of the Board shall be held whenever possible within the utility service district. (ORS 192.630(4))

## **ARTICLE XII**

### **Section 1.**

These Bylaws may be amended or altered by a majority vote of the Board. The proposed amendment or alteration shall be submitted to all other members of the Board in writing at least ten days before the meeting at which they are to be considered. For fourteen (14) days prior to the proposed adoption of any amendment or alteration, it shall be available for public inspection on EWEB's website. A paper copy of the amendment or alteration shall be provided at no cost, upon request. Notification of the proposed amendment or alteration, the time and place of the meeting at which the proposal is to be adopted, and notice of its availability for public inspection shall be published once in a newspaper of general circulation in the city of Eugene at least fourteen (14) days before the meeting at which the amendment or alteration is to be adopted, or shall be published or disseminated by such alternate method as will provide reasonable notice to the public of such proposal. At the meeting, reasonable opportunity for public comment will be afforded.

**Section 2.**

The Bylaws will be reviewed during the first three months following the swearing-in of elected commissioners.

Adopted: 01/12/79

Amended: 09/12/83; 03/25/91; 04/12/93; 06/09/97; 06/02/98; 05/17/05; 07/19/11; 06/04/13, 01/06/15; 04/06/21