

COUNCIL RESOLUTION No. 16-2025

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MILWAUKIE, OREGON,
AMENDING THE CITIZENS UTILITY ADVISORY BOARD (CUAB) BYLAWS.**

WHEREAS the Citizens Utility Advisory Board (CUAB) annually reviews its bylaws and proposes updates to the City Council as appropriate; and

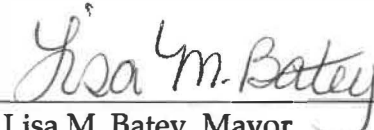
WHEREAS between 2023 and 2024 the CUAB reviewed its bylaws and agreed to propose changes to the Board’s bylaws to address a Council-directed name change to “Community Utility Advisory Committee” or “CUAC” and to adopt the new bylaws template for city boards and committees; and

WHEREAS the Committee is pleased to submit the attached updated bylaws (Exhibit A) for City Council approval.

Now, Therefore, be it Resolved by the City Council of the City of Milwaukie, Oregon, that the Citizens Utility Advisory Board Bylaws are amended as outlined in Exhibit A, and that the committee will now be known as the Community Utility Advisory Committee.

Introduced and adopted by the City Council on **March 4, 2025**.

This resolution is effective immediately.




Lisa M. Batey, Mayor

ATTEST:

APPROVED AS TO FORM:



Scott S. Stauffer, City Recorder



Justin D. Gericke, City Attorney

Community Utility Advisory Committee

www.milwaukieoregon.gov/bc-cuab

BYLAWS

Adopted March 4, 2025

By Resolution 16-2025

ARTICLE I – NAME

The name of the Committee is the Community Utility Advisory Committee (CUAC), which is a standing subcommittee of the city's Budget Committee.

ARTICLE II – PURPOSE & AUTHORITY

- A. Purpose.** The purpose of the Committee is to provide information and recommend actions to the Budget Committee for inclusion in the biennial budget as it related to the city's utility rates and capital improvement programs through the following activities.
- a. Reviewing existing rate structures and capital improvement programs.
 - b. Advise the City Council on matters relating to utility rate structures and capital improvement programs.
 - c. Promoting public knowledge and understanding of the city's utility programs; and
 - d. Such other activities as the City Council may assign.
- B. Authority.** The Committee is authorized by Milwaukie Municipal Code (MMC) Chapter 2.11. Citizens Utility Board.

ARTICLE III – MEMBERSHIP

- A. Membership.** The Committee members are the five citizen members of the Budget Committee. No member may be an officer, agent or employee of the City of Milwaukie.
- B. Appointment.** As outlined in the MMC, the mayor appoints Committee members with the consent of the City Council. The citizen members of the Budget Committee are appointed to serve as a duty of Budget Committee membership. As outlined in MMC 2.10.040 and in the city's Code of Conduct for Board and Committee Members, Committee members serve at the pleasure of the City Council.
- C. Term of Office.** Committee member terms are the same as the Budget Committee membership terms. Committee members may serve no more than two consecutive full terms, unless there is an interval of at least one term before reappointment. Current Committee members may be reappointed to the Committee if they do not exceed the established term limits for the Committee.
- D. Vacancies.** Vacancies on the CUAC will be filled as they relate to changes in membership of the citizen members of the Budget Committee. A CUAC position will become vacant when the respective Budget Committee position is vacated, either through completion of an appointed term or through resignation. Reappointments will occur as relate to Budget Committee membership. Member resignations should be submitted in writing to the chair and staff liaison.
- E. Code of Conduct.** To ensure the city's boards and committees operate in an efficient, consistent, and orderly manner, and that Committee members comply with Oregon's public meetings and records laws, the City Council adopted a Code of Conduct for Board and Committee Members. Committee members are expected to review, sign, understand, and abide by the Code of Conduct.

ARTICLE IV – MEETINGS

- A. Open Meetings.** All Committee meetings are public meetings as set forth by Oregon’s Public Meetings Laws, Oregon Revised Statute (ORS) Chapter 192.
- B. Meeting Conduct.** Committee meetings will be conducted efficiently and transparently as outlined in these bylaws, the MMC, relevant state and federal laws, and by the city’s Code of Conduct for Board and Committee Members. Where these bylaws or other city guides do not provide direction, the most recent edition of Robert’s Rules of Order will be followed.
- C. Regular Schedule.** The Committee will hold regular meetings as determined by the MMC, the City Council, or the chair and staff liaison. The Committee’s regular schedule will be to meet quarterly in advance of the quarterly Budget Committee meeting to facilitate timely review and recommendation of CUAC business to the committee. The annual meeting calendar will be posted to the city website’s calendar.
- 1. Special Meetings.** Special meetings may be called at the request of the chair or a majority of the Committee. If a special meeting is called, the chair and staff liaison will set a date and time taking into consideration such factors as the availability of the Committee members and staff, and the meeting location.
 - 2. Closed Sessions.** The Committee may meet in closed, or executive, session as allowed by ORS 192.660(2) and consistent with MMC 2.04.090.
- D. Attendance & Absences.** Members are expected to attend all meetings, events, and activities of the CUAC. The City Council may decide to replace a CUAC member with a non-Budget Committee member if the member regularly fails to attend such events or requests such action related to workload issues. Such action could consist of appointing an alternate community member or replacing the community member on the Budget Committee which would result in removal from CUAC. The City Council may choose another alternative to fill a vacancy.
- 1. Absences.** If a Committee member is unable to attend a meeting, it is the member’s responsibility to inform the chair and staff liaison before the meeting.
- E. Quorum & Related Matters.** For the purposes of conducting Committee business, including holding official meetings, a quorum consists of a majority of the committee members.
- 1. Lack of Quorum.** If there is no quorum of Committee members within 15 minutes following the scheduled start time of a meeting, the meeting is cancelled. If the chair or staff liaison knows that a quorum will not be present at the meeting, they will notify the Committee members before the meeting about the cancelation.
 - 2. Rescheduling Agenda Items.** If a meeting is canceled due to a lack of a quorum, all agenda items that were scheduled for the cancelled meeting will automatically be placed on the next regularly scheduled meeting agenda unless the chair or staff liaison determines that a special meeting is needed to address the items. The staff liaison will ensure that the required public meeting notices will be posted for the next meeting.
- F. Agenda Order.** The chair and the staff liaison will coordinate and arrange the meeting items as necessary to achieve an orderly and efficient meeting. The agenda will note which items require formal action. In general, the order of business will be as follows:
1. Call to Order
 2. Announcements
 3. Approval of Minutes
 4. Community Comments
 5. Business Items

6. Board Member Reports
7. Adjournment

- G. Adjournment Time.** Committee meetings are expected to last no more than two hours. The meeting can be extended if necessary to complete the business listed on the agenda or moved to a subsequent meeting, either upon affirmative vote of the CUAC or by decision of the chair and the staff liaison.
- H. Voting.** All Committee members who are present at a meeting, including the chair and officers, are allotted one vote each on all motions. The concurrence of a majority of the whole Committee present shall be required to determine any matter before the Committee. In the case of a tie vote, the matter fails. When a vote is taken all members must vote unless a member abstains from voting and cites the reason for abstaining for the record. The chair will call the vote. In an instance in which the vote is not unanimous, the “ayes” and “nays” will be recorded by name. The chair will vote last.
- I. Motions & Related Matters.** Any Committee member may make a motion. A motion needs a second to be considered, otherwise it fails.
- 1. Reconsideration of Actions Taken.** A Committee member who voted with the majority may move for a reconsideration of an action at the same meeting only. The second of a motion may be a member of the minority. Once a matter has been reconsidered, no motion for further reconsideration may be made without unanimous consent of the Committee.
- J. Minutes & Related Matters.** The written and approved meeting minutes are the official record of the meeting.
- 1. Preparing the Minutes.** As the CUAC is a subcommittee of the Budget Committee, city staff will provide written minutes. Written minutes should not be a verbatim transcript but should give a true reflection of the matters discussed at the meeting and the views of the participants. The written minutes must include at least the following information:
 - a. The date, time, location of the meeting.
 - b. Names of the Committee members present.
 - c. All motions and proposals.
 - d. The results of all votes.
 - e. The substance of any discussion on any matters; and,
 - f. A reference to any document discussed at the meeting.
 - g. Documents discussed will be included as attachments to the adopted minutes.
 - 2. Recordings.** As allowed by state law, all public meetings may be recorded by the city, Committee, or the public. It will be at the discretion of city staff if an official audio, video, or digital recording of the meeting is created, and if the meeting video is broadcast or streamed live.
 - 3. Posting & Approval.** The staff liaison will make the draft written meeting minutes available to the public within a reasonable time after the meeting. The Committee will review and vote upon the minutes at its next meeting after the minutes have been written. Approved minutes will be posted on the city’s website and retain permanently as required by Oregon Administrative Rule (OAR) 166-200-0235(5)(a).

ARTICLE V – OFFICERS & ASSIGNED DUTIES

- A. Officers.** The officers of the Committee will consist of a chair and a vice chair.
- 1. Election of Officers.** Members will elect the officers annually during the first meeting of the first quarter of the current biennium. Any member may nominate another member as an officer. Officers may be re-elected. If an officer is unable to complete their term, the Committee will hold a special election to fill the vacant officer position.
- B. Duties of the Chair.** The chair will preside and preserve the order of Committee meetings, review agendas and confer on business with the staff liaison and sign all documents memorializing Committee actions. The chair will set reasonable time limits for community comments and testimony.
- C. Duties of the Vice Chair.** If the chair is absent or otherwise disqualified from serving, the vice chair will perform all duties and be subject to all the responsibilities of the chair. If both the chair and vice chair are absent from a meeting, the remaining members present will elect an acting chair for that meeting.
- D. Duties of Board Members.** The role of a Committee member is to participate in the Committee's work and activities as assigned by the City Council by attending meetings and events and participating in discussions and decisions. As outlined in the city's Code of Conduct, Committee members must behave in an appropriate manner when performing their duties as Committee members in-person and in written or digital communications.
- 1. Meeting Preparation.** Committee members must prepare for participation at a meeting by fully reviewing the staff report and any materials provided by city staff.
 - 2. Site Visits.** Before Committee meetings, members are encouraged to visit sites that are subjects for design review actions. If a Committee member visits a site, the member will report on the record any information gained from the site visit that is not consistent with the information included in the application or staff report.
 - 3. Compensation.** Committee members will receive no compensation for their service. However, the city may reimburse a member for an authorized expense.
 - 4. Conflicts of Interest.** In accordance with ORS 244.120, a member of the Committee may not participate in any Committee proceeding in which any of the following persons or businesses have a direct or substantial financial interest:
 - i. The Committee member or the spouse, brother, sister, child, parent, father-in-law, or mother-in-law of the Committee member.
 - ii. Any business in which the Committee member is then serving or has served within the previous two years; or
 - iii. Any business with which the Committee member is negotiating for or has an arrangement or understanding concerning prospective partnership or employment.
 - iv. A member must disclose any actual or potential interest at the meeting of the Committee where the action is being taken.
- E. Duties of City Staff.** The city will assign a staff liaison to the Committee, who will ensure the city staff take minutes and make other administrative support available as needed. Staff liaisons will act as the Committee's primary point of contact for the members, city staff, and the public. Staff will ensure that the meetings are held in accordance with state public meeting laws and will support the Committee's activities.

Bylaws of the **Community Utility Advisory Committee (CUAC)**

1. **Orientation of New Members.** When new Committee members are appointed, the staff liaison and chair will provide an orientation to the new members as necessary. In addition, city staff may provide other training opportunities to the new members.
 2. **Board Manual.** For the efficient documentation of the operations, city staff may compile and maintain a Committee manual.
- F. **Subcommittees & Other Committees.** The Committee may find it necessary to form subcommittees to investigate areas relevant to the Committee's purpose. The Committee may identify members to serve on select subcommittees. A majority of the members will need to consent to the formation and membership of a subcommittee. When requested by the City Council, city staff, or other city boards and committees, the Committee may select members to serve as a representative on another committee.

ARTICLE VI – GOALS & AMENDMENTS

- A. **Goals.** The Committee will annually establish project and outcome goals that align with the goals of the City Council and the city. The Committee will establish an annual workplan to document its progress towards achieving its goals.
- B. **Amending the Bylaws.** The Committee will review its bylaws annually or as necessary and will prepare and propose appropriate bylaw amendments to the City Council. The City Council retains all authority to amend these bylaws as outlined in MMC 2.10.050.
- C. **Annual Review.** The Committee will meet annually with the City Council to review the Committee's goals, workplan, and any proposed bylaw amendments.