

**COLUMBIA RIVER GORGE COMMISSION
Bylaws**

As Amended Through _____, 2026

Definitions

(1) “Commissioner” means a member of the Columbia River Gorge Commission appointed in accordance with Section 5 of the National Scenic Area Act and article II of the Compact.

(2) “Compact” means the Columbia River Gorge Compact enacted by Chapter 499, Washington Laws 1987 and Chapter 14, Oregon Laws 1987, as amended and as may be amended in the future.

(3) “National Scenic Area Act” means the Columbia River Gorge National Scenic Area Act, Pub. L. No. 99-663, 100 Stat 4274 (1986), as amended and as may be amended in the future.

(4) “Quorum” means a majority of the currently appointed members of the Gorge Commission. For the purpose of determining a quorum, “currently appointed” means the number of commissioners that section 5 of the National Scenic Area Act authorizes and is not reduced when an appointment position is vacant.

Article I. **The Gorge Commission**

Section 1. The business and property of the Columbia River Gorge Commission shall be managed by the currently appointed members of the Commission (referred to as “~~C~~ommissioner” or “~~C~~ommissioners” in these bylaws).

Section 2. Commissioners shall be appointed pursuant to section 5 of the Columbia River Gorge National Scenic Area Act and article II of the Compact, Pub. L. No. 99-663, § 5, 100 Stat 4274, 4277 (1986), Chapter 499, Washington Laws 1987 and Chapter 14, Oregon Laws 1987, as the same may be hereafter amended. These authorities do not authorize appointment of alternate ~~C~~ommissioners.

Section 3. The Executive Director shall maintain a roster of ~~C~~ommissioners.

Section 4. Commissioners shall be appointed, may be removed, and may continue to serve after expiration of their appointed term in accordance with law, policy, or practice of their appointing entity.

Article II. **Meetings of the Gorge Commission**

Formatted: Font: Not Bold

Section 1. The Gorge Commission shall meet in accordance with the open meetings regulations adopted by the Gorge Commission and as specified below.

Section 2. ~~A majority of the currently appointed Commissioners shall constitute a~~ A quorum is required for the Gorge Commission to transact~~ion of~~ business. The representative of the Secretary of Agriculture shall be counted in determining whether a quorum exists ~~for a meeting~~.

Section 3. ~~Proxy attendance is not allowed.~~ Only appointed Commissioners may transact the business of the Gorge Commission; Proxy attendance and proxy voting are not allowed, except that the representative of the Secretary of Agriculture may designate a representative to attend meetings of the Gorge Commission in their absence.

Section 4. Meetings of the Gorge Commission, both regular and special, may be held at the Gorge Commission office, or at any other place within the Columbia River Gorge National Scenic Area or by telephone or video conference. The Gorge Commission shall strive to meet in person at least once each year in each county and may meet outside the National Scenic Area where there is no practical meeting location within the National Scenic Area in a county in accordance with the open meetings regulations adopted by the Gorge Commission. The Gorge Commission may meet outside of the six counties when the Gorge Commission is invited to meet jointly with another government.

Section 5. Special meetings and emergency meetings may be called at any time by the Chair or by the Vice-chair in the Chair's absence, or by a majority of Commissioners in accordance with the open meetings regulations adopted by the Gorge Commission. The representative of the Secretary of Agriculture is counted in determining a majority for calling a special meeting. Persons authorized by this paragraph to call special or emergency meetings of the Gorge Commission may fix any reasonable time and place for such meetings in accordance with the open meetings regulations adopted by the Gorge Commission. ~~In emergency situations, meetings shall be called in accordance with emergency provisions of the open meetings regulations adopted by the Commission.~~

Section 6. Whenever any notice is required to be given to any Commissioner, a waiver thereof, acknowledged by signature or electronic communication, shall be deemed the equivalent of giving of notice. Attendance at a meeting shall also constitute a waiver of notice of such meeting except where a Commissioner attends for the stated purpose of objecting to the transaction of business because the meeting is improperly called or convened.

Section 7. Each Commissioner, with the exception of the representative of the Secretary of Agriculture, shall have one vote on matters coming before the Gorge Commission. Voting shall be by Commissioner in person, or by telephone or electronic meeting pursuant to the open meetings regulations adopted by the Gorge Commission. All matters coming before the Gorge Commission shall be decided by a simple majority vote of a quorum ~~of currently appointed Commissioners~~, except for matters for which the National Scenic Area Act requires a special majority ~~pursuant to Pub. L. No. 99-663~~.

In the event of a tie, the proposal fails, and the Gorge Commission may, but shall not be required to, deliberate to a majority, or continue the matter to a future meeting. ~~Vote by proxy is not allowed.~~

Section 8. In accordance with ~~Chapter 499, Washington Laws 1987 and Chapter 14, Oregon Laws 1987~~the Compact, each ~~€~~commissioner is eligible to receive compensation or per diem and expenses for each day during which the ~~€~~commissioner attends an official meeting of the Gorge Commission or performs statutorily prescribed duties approved by the Chair. Per diem and expenses of the ~~€~~commissioners shall be paid in accordance with applicable state law.

Section 9. Commissioners shall exercise interest in the agenda through requesting items for consideration for the agenda, which shall be communicated to the Executive Director or ~~Commission~~ Chair. Such items shall be reasonably scheduled for the earliest appropriate regular Gorge Commission meeting. Emergency or urgent requests shall be considered for the next regular Gorge Commission meeting whenever possible, or if not possible, then by special or emergency meeting.

Section 10. Cancelling meetings. The Chair may cancel a meeting of the Gorge Commission only after consultation with the Executive Committee of the Gorge Commission, except, if there is insufficient time to hold an Executive Committee meeting and an emergency exists, the Chair may cancel a meeting at their discretion. The Chair may not cancel a meeting if the meeting was called by a majority of commissioners in accordance with these bylaws.

Article III. Officers

Section 1. The officers of the Commission shall be a Chair and Vice-chair and others as may be deemed necessary.

Section 2. The Chair and Vice-chair and any officers as may be deemed necessary shall be elected by the Gorge Commission by a majority vote of ~~€~~commissioners appointed from each state. The terms of such officers, unless terminated earlier, shall expire on December 31 of each year, but if necessary, shall be extended automatically until the next regular or special meeting at which officer elections are held. In the event a new Chair or Vice-chair is not elected, the Gorge Commission may hold elections over to the next regular meeting or a special meeting, or continue balloting as many times as necessary to obtain the required majority for a single candidate. Nominations for officer positions do not require a "second." The Gorge Commission shall take all nominations for each officer position and vote on all nominations for each officer position at the same time (this procedure modifies Roberts Rules of Order, which requires voting on each nomination individually in the order in which the nominations were made).

Section 3. Officers of the Gorge Commission shall serve no more than two consecutive terms in each position; however, the Gorge Commission may suspend this limit when voting for officers of the Gorge Commission. Any officer appointed or elected

by the Gorge Commission may be removed by a majority vote of the members appointed from each state.

Section 4. Duties of Officers.

a. Chair: The Chair shall: preside at all Gorge Commission meetings; appoint chairs and other members of committees and task forces subject to the advice and consent of the Gorge Commission; have the authority between meetings of the Gorge Commission to refer to the proper committee or Executive Director any matter needing attention; sign contracts or other instruments that the Gorge Commission has authorized to be executed, except when the signing and execution thereof have been expressly required by law to be otherwise signed or executed by some other officer in some other manner; and perform other duties specified in the Gorge Commission's rules, these bylaws, or as deemed proper and desirable by the Gorge Commission by express or reasonably implied delegation. In carrying out these duties, the Chair shall communicate with the Executive Director and members of the Gorge Commission.

b. Vice-chair: In the absence of the Chair, the Vice-chair shall perform the duties of the Chair. When so acting, the Vice-chair shall have all the powers and be subject to all the restrictions applicable to the Chair. The Vice-chair shall perform such other duties from time to time as may be assigned by the Chair or Gorge Commission. The Chair or Vice-chair shall be an ex-officio member of all committees and task forces, unless specifically appointed to serve on a committee or if the number of the members of the committee, including the Chair or Vice-chair, would constitute a majority of the currently appointed Commissioners.

c. During the temporary absence of the Chair and Vice-chair, the most recent past Chair shall perform the duties of the Chair. In the absence of the most recent past Chair, the Gorge Commission may select a temporary Chair to preside at meetings and carry out the other duties of the Chair. In the absence of a temporary Chair, the Gorge Commission's Counsel or Executive Director may request any Commissioner to act on motions and orders for quasi-judicial actions or other matters that require immediate attention. No Commissioner is authorized to assert for themselves the role of temporary Chair.

Section 5. Executive Director

a. There shall be an Executive Director. That individual shall have general executive control of management and operations within the budget and work plans established by the Gorge Commission. In the execution of these policies and duties, the Executive Director shall report to the Chair and all other Commissioners.

b. The Executive Director shall: (1) have direction of events and projects related to management and operations; (2) in accordance with the Gorge Commission's personnel policies, retain employees of the Gorge Commission or discharge them, direct their work, and fix compensation and other terms of employment for such employees,

except that the Executive Director shall consult with the Gorge Commission prior to personnel decisions that would have a significant budget impact, such as creating a new position; (3) have charge of all files and records and shall direct the publicity and general correspondence; (4) report to the Gorge Commission about the activities of the Gorge Commission and make recommendations; (5) sign contracts or other instruments related to management, operations and such other documents as may be delegated by the Gorge Commission; (6) make decisions concerning the initiation, handling, and conclusion of litigation involving the Gorge Commission, provided that the Executive Director shall report to the Gorge Commission prior to initiating or concluding litigation, or report at the next meeting if prior reporting would not be feasible; and (7) perform all the duties incidental as may be assigned by the Gorge Commission or reasonably implied as executive control and operations of the Gorge Commission.

c. The Executive Director shall prepare proper minutes of all Gorge Commission meetings and transmit the minutes to ~~Commission members~~ commissioners. The minutes shall record attendance and all motions, the names of those proposing the motions and the resulting votes. The Executive Director shall maintain copies of all Gorge Commission meeting minutes in perpetuity.

d. The Executive Director may appoint a member of the Gorge Commission's staff to fulfill necessary duties of the Executive Director when the Executive Director takes authorized leave. If the Executive Director position is vacant, the Chair, with the advice of the Gorge Commission, may appoint a member of the Gorge Commission's staff to act as Executive Director for a specified length of time or may assume some of the responsibilities of the Executive Director.

Article IV. Commissioners

Section 1. Each Commissioner is expected to actively participate in the business of the Gorge Commission. Commissioners shall communicate with the Executive Director to request staff assistance for carrying out the business of the Gorge Commission. This requirement is intended to facilitate Commissioners and staff working in concert to accomplish the business of the Gorge Commission.

Section 2. Each Commissioner is expected to actively participate in and attend the meetings of the Gorge Commission. If unable to attend a meeting, a Commissioner shall contact the Chair or Executive Director to notify of their inability to attend. Notice of inability to attend shall be given no less than 24 hours in advance of the meeting unless circumstances dictate otherwise. The Chair or the Executive Director at the direction of the Chair may report a Commissioner's repeated absences to that Commissioner's appointing authority.

Section 3. The Gorge Commission shall defend and indemnify Commissioners to the fullest extent allowed by law for claims arising from the conduct of the Gorge Commission's business. The Gorge Commission may seek reimbursement for its costs of

defense and indemnification if a ~~C~~commissioner has knowingly engaged in unlawful action.

Section 4. The representative of the Secretary of Agriculture may participate in all discussions and deliberations of the Gorge Commission unless prohibited by a Gorge Commission rules.

Section 5. Commissioners are expected to act in accordance with the Gorge Commission's Code of Conduct, which is attached to these bylaws for reference.

Article V. Internal Committees

Section 1. The Chair ~~of the Commission~~, subject to ratification by the Gorge Commission at the next Gorge Commission meeting, may establish one or more committees. Committees shall have only the authority to study and make recommendations with respect to the subject matter assigned to them, and to report to the Gorge Commission unless otherwise directed by the Gorge Commission.

Section 2. Committees may meet at such times and with such frequency as the members in their sole discretion may deem desirable or necessary. All committee meetings must be called by the committee chair and notice of such meetings shall be given in accordance with the open meeting regulations adopted by the Gorge Commission. All ~~C~~commissioners shall be given notice of all committee meetings, including notice of meetings of committees of which they are not members.

Article VI. Participation in External Committees and Meetings

Section 1. Commissioners may serve on or attend committees and meetings of other government and non-governmental entities relevant to the Gorge Commission's work as specified in sections 2 through 4 below. Commissioners are encouraged to discuss their interest in service and attendance with the Executive Director and Chair ~~of the Commission~~.

Section 2. When a government or non-governmental entity requests a ~~C~~commissioner to serve as a member of a committee and expects the ~~C~~commissioner to speak for the Commission, the Chair ~~of the Commission~~ will appoint a ~~C~~commissioner to serve subject to ratification by the Gorge Commission at the next Gorge Commission meeting. The ~~C~~commissioner may begin to serve before the Gorge Commission ratifies the appointment. The ~~C~~commissioner serving on the committee is expected to report back to the Gorge Commission on progress made by the ~~working group~~committee and seek Gorge Commission input as needed. The ~~C~~commissioner serving on the committee is eligible to receive their per diem as allowed by other law.

Section 3. When a government or non-governmental entity requests a ~~C~~commissioner to regularly attend meetings to provide updates about the Gorge Commission, the Chair ~~of the Commission~~ will appoint a ~~C~~commissioner to be the

regular attendee subject to ratification by the Gorge Commission at the next Gorge Commission meeting. The Commissioner may begin to attend before the Gorge Commission ratifies the appointment. The Commissioner regularly attending the meetings is expected to report back to the Gorge Commission and seek Gorge Commission input as needed. The Commissioner regularly attending the meetings is eligible to receive their per diem as allowed by other law.

Section 4. When a Commissioner attends a meeting without any expectation to speak for the Gorge Commission or provide updates about the Gorge Commission, the Gorge Commission does not need to authorize the Commissioner to attend. The Commissioner attending the meeting may speak but shall make clear any comments are personal and not on behalf of the Gorge Commission. The Commissioner attending the meeting is not eligible to receive per diem for attending the meeting.

Article VII. Parliamentary Authority

Roberts Rules of Order, Newly Revised shall serve as general parliamentary authority for procedures not covered by the bylaws and rules.

Article VIII. Fiscal Year

The fiscal year of the Gorge Commission shall be in accordance with the state in which the Gorge Commission contracts for administrative and fiscal services.

Article IX. Open Meetings, Records and Disclosure

Section 1. All meetings of the Gorge Commission and committees shall be open to the public, subject to the necessity for occasional executive sessions of meetings, in accordance with regulations of the Commission. Meetings shall be conducted in accordance with the provisions of these bylaws and the open meeting regulations adopted by the Gorge Commission.

Section 2. Open Public Records

a. The records of the Gorge Commission shall be open to the public as required by ~~applicable law~~ the public records disclosure regulations adopted by the Gorge Commission.

b. The Gorge Commission provides Commissioners an official email address. Commissioners shall use their official email and not any personal email for communicating with other Commissioners, staff, external entities, and all persons relating to the business of the Gorge Commission.

c. Commissioners shall preserve all records as required by applicable law. Commissioners shall consult with Gorge Commission staff prior to deleting records. Preserving records includes phone records, voice mails, text messages, email, paper, and

metadata of electronic records as ~~required by applicable law~~ necessary to comply with the public records retention requirements of the states and the public records disclosure regulations adopted by the Gorge Commission. Upon completion of service on the Gorge Commission, ~~a Commissioner~~ shall transmit all their Gorge Commission records to the Gorge Commission's office unless the records otherwise ~~that are not~~ preserved in the Gorge Commission's office.

d. Commissioners shall comply with requests for disclosure of public records. If requested, ~~a Commissioner~~ shall search their personal files and electronic devices for responsive records.

Section 3. A ~~Commissioner~~ who has any ~~immediate or potential financial conflict of interest, potential conflict of interest,~~ or other interest ~~which that~~ would or could influence any decision or action in any matter coming before the Gorge Commission or requiring official action shall fully disclose the nature of that interest at a public meeting prior to deliberating and voting on the decision or action in accordance with the ~~applicable conflict of interest regulations adopted by the Gorge Commission rules for disclosure, conflicts of interest,~~ and recuse ~~at~~ ~~themselves~~ from voting ~~as necessary~~.

Article X. Amendment of Bylaws

~~The Gorge Commission may amend~~ these bylaws ~~may be amended~~ at any regular or special meeting by a two-thirds majority vote of a quorum ~~of the currently appointed Commissioners present~~, provided that a copy of such proposed amendment or amendments shall be sent to each ~~Commissioner~~ ~~member~~ at least 24 hours prior to the date ~~thereof scheduled to vote on an amendment~~.