

State of Oregon

Public Records Advisory Council (PRAC)

<https://www.oregon.gov/prac/Pages/advisory-council.aspx>

BYLAWS

Adopted 6/1/2025

Latest Revision 6/1/2025

ARTICLE I – NAME

The name of this state board is the Public Records Advisory Council. The word "Council" or "PRAC" wherever used will mean the Oregon Public Records Advisory Council unless otherwise specifically identified.

ARTICLE II – AUTHORITY & PURPOSE

A. **Authority.** The Council's authority to function and operate is based on Oregon Revised Statute (ORS) 192.461 to 192.483.

B. **Purpose.** As outlined in ORS 192.461 to 192.483, the Council's purpose is to:

1. Appoint the Public Records Advocate (PRA).
2. As necessary, remove the PRA for cause.
3. Survey state agency and public body practices and procedures, fees, waivers, and exemptions for public records requests.
4. Identify inefficiencies and inconsistencies in the public records law that impede transparency in public process and government and make recommendations on changes in law, policy or practices. The Council may support or oppose proposed legislation relating to public records.
5. Make recommendations on the role of the PRA as facilitator in disputes between custodians of public records and public record requesters.
6. Every two years submit a written report to the governor and legislative assembly describing the council findings and recommendations for legislation if necessary.
7. The Council will provide advice and assistance to the PRA and Office of the PRA as appropriate and may adopt rules governing the operations of the Office of the PRA. Such assistance may include receiving and reviewing the PRA's reports to the state legislature.
8. The Council will assist the PRA in responding to public records requests made to the Council of the Office of the PRA.

Commented [SS1]: Do we want to write a purpose/mission statement as a preamble to the listed ORS duties?

ARTICLE III – MEMBERSHIP

A. **Membership and Appointment.** As outlined in ORS 192.481 the Council will consist of twelve (12) members and two (2) ex officio members, representing the following offices, agencies, and groups:

1. The Secretary of State or a designee of the Secretary of State.
2. The Attorney General or a designee of the Attorney General.
3. The Director of the Oregon Department of Administrative Services or a designee of the director.
4. A representative of the news media who is a member of a professional journalism association and who is appointed by the Governor.
5. Two additional representatives of the news media appointed by the Governor.

Commented [SS2]: We don't have a qualifications subsection and we might not need one since the ORS doesn't mention qualifications, but other state boards have this section in their bylaws.

6. A representative of the cities of this state who is appointed by the Governor.
  7. A representative of the counties of this state who is appointed by the Governor.
  8. A representative of the special districts of this state who is appointed by the Governor.
  9. A representative of the public sector workforce who is appointed by the Governor.
  10. A member of the public who is appointed by the Governor.
  11. A Senator who is appointed by the President of the Senate and who serves as an ex officio nonvoting member.
  12. A Representative who is appointed by the Speaker of the House of Representatives and who serves as an ex officio nonvoting member.
  13. The Public Records Advocate.
- B. **Term of Office.** As outlined in ORS 192.481(7) Council member terms are for a period of two years. Council members may serve successive terms.
- C. **Vacancies.** As outlined in ORS 192.418(5), the process to fill vacant Council positions is subject to the nomination and Senate confirmation process outlined in relevant state law.

#### ARTICLE IV – MEETINGS

- A. **Open Meetings.** All Council meetings are public meetings and are subject to Oregon’s Public Meetings Laws, ORS Chapter 192.
- B. **Meeting Conduct.** Council meetings will be conducted efficiently and transparently as outlined in these bylaws and by relevant ORS. Where these bylaws or state law does not provide direction, the most recent edition of Robert’s Rules of Order will be followed.
- C. **Regular Meetings.** As required by ORS 192.481(9) the Council will meet at least once every six months.
1. **Special Meetings.** Special meetings may be called by the Council chair or a majority of Council members. If a special meeting is called, the chair and PRA will set a date and time taking into consideration such factors as the availability of the Council members.
  2. **Closed Sessions.** The Council may meet in closed, or executive, session as allowed by ORS 192.660(2).
- D. **Attendance & Absences.** Council members are expected to attend all meetings of the Council. If a member fails to regularly attend meetings, the member may be removed from the Council.
1. **Absences.** If a Council member is unable to attend a meeting, it is the member’s responsibility to inform the chair and PRA before the meeting.
- E. **Quorum & Related Matters.** As outlined in ORS 192.481(8), for the purposes of conducting Council business, including holding official meetings, a majority, or quorum, is seven (7) of the voting membership of the Council.
1. **Lack of Quorum.** If there is no quorum of Council members within 15 minutes following the scheduled starting time of a meeting, the meeting is cancelled. If the chair or PRA knows that a quorum will not be present at the meeting, they will notify the Council 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 PRA determines that

**Commented [SS3]:** I don't see a reference to removing Council members in the ORS. Is there such a process?

a special meeting is needed to address the items. The PRA will ensure that the required public meeting notices will be posted for the next meeting.

**F. Agenda Order.** The chair and PRA will coordinate and arrange the meeting items as necessary to achieve an orderly and efficient meeting. The chair will have the discretion to reorder the listed agenda items. In general, the order of business will be as follows:

1. Call to Order.
2. Approve Agenda.
3. Approve Minutes.
4. Business Items.
5. Public Comments.
6. Next Meeting Date and Topics.
7. Adjourn

Public comment may be taken at any time during a meeting at the discretion of the chair.

**G. Voting.** All Board/Committee members who are present at a meeting, including the chair and vice chair, are allotted one vote each on all motions. The agreement of a majority of the whole Council present shall be required to determine any matter before the Council. 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 PRA will call the roll, altering the order of members called. The chair will vote last.

**H. Motions & Related Matters.** Any Council member may make a motion. A motion needs a second to be considered, otherwise it fails.

**1. Reconsideration of Actions Taken.** A Council 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 Council.

**I. Minutes & Related Matters.** The written and approved meeting minutes are the official record of the meeting.

**1. Preparing the Minutes.** The PRA or the PRA's designee 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 Council members present.
- c. All motions and proposals.
- d. The results of all votes.
- e. The substance of any discussion on any matters.
- f. A reference to any document discussed at the meeting.

**2. Recordings.** As allowed by state law, all public meetings may be recorded by the Council, PRA, or the public. It will be at the discretion of the PRA 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 PRA will make the draft written meeting minutes available to the public within a reasonable time after the meeting. The Council will review and vote upon the minutes at its next meeting after the minutes have been written. Approved minutes will be posted on the Council's website and retained permanently.

**Commented [SS4]:** I believe the PRAC currently considers the video recording to be the minutes, right? Do we want to move to written minutes?

## ARTICLE V – OFFICERS & ASSIGNED DUTIES

- A. Officers & Terms.** As outlined in ORS 192.481(3) the officers of the Council will consist of a chair and vice chair. The officers will serve two (2) year terms or until the end of their Council term, whichever is shorter in duration.
- 1. Election of Officers.** Members will elect officers every two (2) years during the meeting in the fourth quarter of the calendar year. Any member may nominate another member as an officer. Officers may be re-elected. If an officer is unable to complete their term, the Council 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 Council meetings, review agendas and confer on business with the PRA and sign all documents memorializing Council actions. The chair will set reasonable time limits for public 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 Council Members.** The role of a Council member is to participate in the Council's work and activities by attending meetings and events and participating in discussions and decisions. Council members should behave in an appropriate manner when performing their duties as Council members in-person and in written or digital communications.
- 1. Meeting Preparation.** Council members should prepare for participation at a meeting by fully reviewing any reports and materials provided by the PRA.
  - 2. Compensation.** Council members are entitled to compensation and expenses as provided in ORS 292.495.
  - 3. Conflicts of Interest.** In accordance with ORS 244.120, a member of the Council may not participate in any Council proceeding in which any of the following persons or businesses have a direct or substantial financial interest:
    - i. The Council member or the spouse, brother, sister, child, parent, father-in-law, or mother-in-law of the board/committee member.
    - ii. Any business in which the Council member is then serving or has served within the previous two years.
    - iii. Any business with which the Council 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 Council where the action is being taken.
  - 4. Code of Conduct.** Council members are expected to adhere to the following guidelines at Council meetings and activities and when representing the Council.
    - i. Council members should prepare for each Council meeting by reviewing any materials provided in advance.
    - ii. Council members will work on a consensus basis, subject to the chair's directive. As difficult conversations arise during the Council's business, Council members should encourage civil, constructive discourse and refrain from belligerent language, personal attacks, slanderous, threatening, abusive or disparaging remarks. Council members should strive to make independent, objective, fair and impartial decisions.

- iii. When interacting with members of the public at a Council meeting or in an official capacity as a representative of the Council, Council members should be welcoming of speakers, make no promises on behalf of the Council, and be mindful that anything said in a public meeting may end up being reproduced and broadcast.
- iv. Council members should treat the PRA, Deputy PRA, and any agency staff with respect and refrain from making belligerent, personal, slanderous, threatening, abusive, or disparaging comments to or about staff.
- v. Council members are public officials as defined in ORS 244.020(15) and adherence to state ethics rules includes rejecting gifts, services, or other special considerations that are only offered to a Council member because of their service as a public official. Ethics rules may require Council members to excuse themselves from participating in decisions when financial interests of the Council member or their immediate family may be affected by the Council's decision.

**E. Duties of the PRA and Deputy PRA.** The PRA will act as administrative support to the Council and, as appropriate and available, will assign administrative tasks to the Deputy PRA. The PRA will act as the Council's primary point of contact for Council members, staff from other government agencies, and the public. The PRA will ensure that the Council's meetings are held in accordance with state public meeting laws and will support the Council's activities.

- 1. **Orientation of New Members.** When new Council members are appointed, the PRA and Council chair will provide an orientation for the new members as necessary. In addition, the PRA may provide other training opportunities for Council members.
- 2. **Voting Member.** As outlined in ORS 192.481(m) the PRA is a voting member of the Council.

**F. Subcommittees & Other Committees.** The Council may find it necessary to form subcommittees to investigate areas relevant to the Council's purpose. The Council 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 other state agencies, or other state boards, committees, or commissions, the Council may select members to serve as a Council representative on another board, committee, or commission.

## **ARTICLE VI – GOALS & AMENDMENTS**

- A. Goals.** The Council will regularly establish goals that align with the goals of the purpose of the Council and Office of the PRA. The Council will establish an annual workplan to document its progress towards achieving its goals.
- B. Amending the Bylaws.** The Bylaws Subcommittee of the Council will review these bylaws regularly or as necessary and will prepare and propose appropriate bylaw amendments to be considered by the full Council.
- C. Annual Review.** The Council will meet annually with any subcommittees to review the goals, workplan, and any proposed bylaw amendments.