

## Audit Committee Bylaws

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## BYLAWS

Adopted 4/13/2023

By Resolution XX-2022

### ARTICLE I – NAME

The name of this committee is the Audit Committee.

### ARTICLE II – PURPOSE

- A. **Purpose.** The purpose of the Committee is to advise the City Council on matters relating to oversight of the city's independent auditors, ensure transparency in the management of city audits and provide critical assistance to the auditors and management, and finally to assist city management in the review and selection of the city's independent auditing firm.

### ARTICLE III – MEMBERSHIP

- A. **Membership.** The Committee consists of 4-5 members including one member of Council and one member of the city's Budget Committee, each appointed by the Council for two-year staggered terms, and between two and three citizen members with an interest in city government financial operation, with preferences first given to certified public accountants (CPA's) residing within city limits and second to CPA's with city affiliation, also for a two-year term. No member may be an officer, agent, or employee of the City of Milwaukie.
- B. **Appointment.** As outlined in the Milwaukie Municipal Code (MMC), the mayor appoints Committee members with the consent of the City Council. 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 for a period of 2 years. Committee members may serve no more than 2 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.** If a Committee member resigns or otherwise vacates their position, the City Council will fill the vacancy in the same manner as the original appointment. 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 at least twice annually, once to discuss the scope of the annual audit with city management and the independent auditor and once to review the annual financial statements and to discuss the results and conclusions of annual audit. The Committee will meet at City Hall and via video conference.
- 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 a 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.** Committee members are expected to attend all meetings, events, and activities of the Committee. As outlined in the MMC and Code of Conduct, if a member fails to regularly attend meetings, the member may be removed from the Committee through the process outlined in the Code of Conduct.
- 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 majority, or quorum, is 3 of the voting membership of the Committee.
- 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. 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. Committee Member Reports
  7. Adjournment
- G. Adjournment Time.** Committee meetings will end no later than insert time. However, by majority vote of the members present the adjournment time may be extended.
- 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 Audit Committee present shall be required to determine any matter before the Audit 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 Committee secretary or staff liaison will call the roll, altering the order of members called. 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.** The Committee secretary or city staff will be present at each meeting and 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.

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.

1. **Election of the Chair.** Members will elect the chair annually during the first meeting of the year. Any member may nominate another member to serve as chair. The chair may be re-elected. If the chair is unable to complete their term, the committee will hold a special election to fill the vacant chair 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 Committee 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.
- D. **Duties of City Staff.** The city will assign a staff liaison to the Committee and, as appropriate and available, will assign administrative staff to support the committee. Staff liaisons will act as the Committee's primary point of contact for committee members, city staff, and the general public. Staff will ensure that the Committee's meetings are held in accordance with state public meeting laws and will support the Committee's activities.
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 Committee members.
  2. **Committee Manual.** For the efficient documentation of the Committee's operations, city staff may compile and maintain a Committee manual.
- E. **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 Committee 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.