

# Port of Port Angeles

*Port Angeles, Washington*

## Commissioners' Resolution No. 14-1079

A RESOLUTION AMENDING PORT OF PORT ANGELES BOARD OF  
PORT COMMISSION BYLAWS.

WHEREAS, the Board of Commissioners of the Port of Port Angeles adopted Bylaws for the Port on January 9, 1995 by Resolution No. 721; and

WHEREAS, the Bylaws were amended by Resolution No. 765 on January 27, 1997; and by Resolution No. 828 on April 24, 2000; and by Resolution No. 841 on June 26, 2000; and by Resolution No. 882 on July 8, 2002; and by Resolution No. 11-1015 on June 13, 2011; and by Resolution No. 13-1061 on August 26, 2013; and by Resolution No. 14-1074 on January 27, 2014; and

WHEREAS, there is now a need to further modify said Bylaws.

NOW THEREFORE BE IT RESOLVED that Resolution No. 14-1074 is hereby rescinded and that the Bylaws set forth on the attached Exhibit 1 are hereby approved and adopted as the Port of Port Angeles Board of Port Commission Bylaws and are effective as of today's date.

ADOPTED by the Board of Commissioners of the Port of Port Angeles at a regular meeting thereof held this 8<sup>th</sup> day of April, 2014.

PORT OF PORT ANGELES  
BOARD OF COMMISSIONERS

  
James D. Hallett, President

  
John M. Calhoun, Vice-President

  
Colleen M. McAleer, Secretary

# **PORT OF PORT ANGELES BOARD OF PORT COMMISSION BYLAWS**

## **ARTICLE I Preamble**

These Bylaws shall constitute the rules governing the transaction of business by the duly elected Port Commission.

## **ARTICLE II Organization of the Commission**

A. The Commission shall organize by the election from its own members a President, Vice-President and Secretary. All Proceedings of the Commission shall be by motion or resolution recorded in a book or books kept for such purpose, which shall be records.

B. The Commission shall elect new officers following the beginning of each even calendar year, whose term shall run for two (2) years beginning when elected, and until the election of a successor. Vacancies in an office arising from any cause may be filled at any regular or special meeting of the Commission.

C. In the event of a vacancy in the office of Port Commissioner by death, resignation or otherwise, such vacancy shall be filled within sixty (60) days of the creation of such vacancy pursuant to RCW 42.12.070 as presently codified or hereafter amended. If at any time there are such number of vacancies that a majority of the full number of Commissioners fixed by law are not in office, the Clallam County Commissioners shall within thirty (30) days of such vacancies appoint the number of Commissioners necessary to provide a majority. The Commissioners thus appointed shall then within sixty (60) days of their appointment meet and appoint the number of Commissioners needed to complete the Commission ad interim through the next general election pursuant to RCW 42.12.070 as presently codified or hereafter amended. The statute presently provides that each person who is appointed shall serve until a qualified person is elected at the next election at which a member of the Commission normally would be elected that occurs twenty-eight or more days after the occurrence of the vacancy.

D. The Commission may, from time to time establish such Standing Committees as are necessary to conduct its more specialized work. The composition of Standing

Committees shall be determined by the Commission President. To remain in compliance with the Open Public Meeting Act (RCW 42.30), Standing Committees should never exceed one member. Such Committees report directly to the whole Commission on their work.

E. The Commission shall abide by the Commission Working Rules and Operating Procedures set forth in Exhibit A, which is incorporated in these Bylaws by this reference.

### **ARTICLE III Duties of Commissioners**

Each Commissioner Shall:

- A. Read and become familiar with agenda material prior to regular meetings, special meetings and work sessions;
- B. Be prepared to represent the Commission when assigned as the Commission representative to associations, groups and other organizations;
- C. Be responsible for making timely requests to the Commission to be excused for non-attendance at meetings of the Commission, so as to avoid causing an inadvertent vacancy in accordance with RCW 53.12.140;
- D. Submit requests for reimbursement for meeting attendance and expenses (including appropriate documentation) within 90 days of incurring such expense or attendance at such meeting(s);
- E. Be willing to accompany the Executive Director and/or staff as a commission representative on business trips as assigned by the Commission;
- F. Serve as a member of the Board of Directors of the Industrial Development Corporation of the Port of Port Angeles pursuant to Resolution #529 (as hereafter amended or superseded).

### **ARTICLE IV Duties of Officers**

A. The President Shall:

- 1. Preside at all public meetings of the Commission and at executive sessions of the Commission;
- 2. Sign all resolutions, contracts, and other instruments on behalf of the Commission as authorized by the Commission;
- 3. Review the proposed agenda for each Commission meeting and authorize the issuance of notices for regular meetings, special meetings and work sessions;
- 4. Perform all such other duties as are incident to the office or are properly required by the Commission.

B. The Vice-President shall:

1. During the absence or disability of the president, exercise all the functions of the President;
2. Have such powers and discharge such duties as may be properly assigned from time to time by the Commission including but not limited to, performing the duties of the Secretary.

C. The Secretary shall:

1. Supervise the recording of the minutes by Port staff;
2. Supervise Port staff in retaining a record of all motions and resolutions adopted by the Commission;
3. Supervise the safekeeping of the seal and the minute books;
4. Otherwise perform such further duties as are incident to the office and as are properly required by the Commission including but not limited to performing the duties of the Vice-President.

D. Any Commissioner who shall be elected to act for an incumbent elected officer during the temporary absence or disability of such officer shall exercise all the functions of the incumbent officer, but only during the continuance of the absence or disability of such officer.

## **ARTICLE V**

### **Meetings**

A. Regular Meetings: No additional notice shall be required for regular meetings, the time and place of which are established by separate resolution. Regular meetings of the Commission shall be held at 9:00 a.m. on the second Tuesday of each month and at 9:00 a.m. on the fourth Tuesday of each month. The time and place of regular meetings may be modified by the Board at any time by resolution. If, at any time any regular meeting falls on a holiday, such regular meeting shall be held on the next business day.

B. Special Meetings and Work Sessions: Special public meetings or work sessions may be called for at any time either by the President or by a majority of the Commissioners by delivering personally or by mail, facsimile, or email written notice to each Commissioner, each local newspaper of general circulation and to each local radio or television station which has on file with the Commission a written request to be notified of such special meeting or work session. Such notice must be delivered personally or by mail, facsimile, or email at least twenty-four (24) hours before the time of such meeting, as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. Final disposition shall not be taken on any other matter at such meeting by the Commission. Such

written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the Secretary of the Commission a written waiver of notice. Such waiver may be given by email or facsimile transmittal. Such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The notices provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such a notice would make notice impractical and increase the likelihood of such injury or damage. If, by reason of fire, flood, earthquake, or other similar emergency, there is a need for expedited action by the Commission to meet the emergency, the Commission president may provide for a meeting site other than the regular meeting site and the notice requirements of these bylaws shall be suspended during such emergency.

C. Regular and special meetings and work sessions shall be open and public except as otherwise provided by law (see Section E - Executive Sessions).

D. Place of Meetings: All meetings shall be held at the Port of Port Angeles Administration Building, 338 W. 1st, Port Angeles, Washington. The place for holding such meetings may be changed by concurrence of a majority of the Commission. Notice of change of meeting location shall be publicized in the same manner as provided hereinabove with respect to notice of special meetings and work sessions. Change of location of a regular meeting does not cause the meeting to become a special meeting.

E. Executive Sessions: The Commission may meet in executive session which shall be closed to the public during a regular or special meeting for all the purposes permitted by the Open Public Meetings Act (RCW 42.30) and other laws. The following list represents the executive session items which are currently known. The list may not be exhaustive and is provided for informational purposes. In the event there is a conflict between current law and the following list, the current law will prevail. Executive Sessions may be held to consider the following subjects:

1. To consider matters affecting national security.
2. To consider the selection of a site or the acquisition of real estate by lease or purchase, when public knowledge regarding such consideration would cause a likelihood of increased price.
3. To consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause a likelihood of decreased price. However, final action of selling or leasing public property shall be taken in a meeting open to the public.
4. To review negotiations on the performance of publicly-bid contracts when public knowledge regarding such consideration would cause a likelihood of increased costs;

5. To consider, in the case of an export trading company, financial and commercial information supplied by private persons to the export trading company.
6. To receive and evaluate complaints or charges brought against a public officer or employee. However, upon the request of such officer or employee, a public hearing or a meeting open to the public shall be conducted upon such complaint or charge.
7. To evaluate the qualifications of an applicant for public employment or to review the performance of a public employee. However, subject to RCW 42.30.140(4), discussion by the Commission of salaries, wages, and other conditions of employment to be generally applied within the Port shall occur in a meeting open to the public, and when the Commission elects to take final action hiring, setting the salary of an individual employee or class of employees, or discharging or disciplining an employee, that action shall be taken in meeting open to the public.
8. To evaluate the qualifications of a candidate for appointment to elective office. However, any interview of such candidate and final action appointing a candidate to elective office shall be in a meeting open to the public.
9. To discuss with legal counsel representing the Port matters relating to Port enforcement actions, or to discuss with legal counsel representing the Port litigation or potential litigation to which the Port, the Commission or a member acting in an official capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the Port.
10. That portion of a meeting where the Commission is planning or adopting the strategy or position to be taken by the Commission during the course of any collective bargaining, professional negotiations, or grievance or mediation proceedings or reviewing the proposals made in such negotiations or proceedings while in progress.
11. That portion of a meeting of the Commission which relates to a quasi-judicial matter between named parties as distinguished from a matter having general effect on the public or on a class or group.

Before convening an executive session, the presiding officer of the Commission shall publicly announce the purpose for excluding the public from the meeting place, and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer. Information learned in executive session shall be treated as confidential.

F. Adjournment or Continuation to a Special Meeting: Adjournment or continuation to a special meeting shall be pursuant to notice as required by law.

G. Quorum: Two (2) Commissioners shall constitute a quorum for the convening of a meeting.



H. Absences: Any absence by a Commissioner from a meeting because of attendance to other Port business shall be so recorded in the minutes of the meeting, provided for in ARTICLE IX, and any such absence shall be automatically excused by the Commission.

I. Meetings shall be conducted in accordance with these Bylaws (including Exhibit A hereto) and Roberts' Rules of Order. In circumstances of conflict between the provisions thereof, these Bylaws (including Exhibit A hereto) shall control.

J. Cancellation of Meeting: Any regular or special meeting or work session may be canceled by the President. The President will not cancel a meeting within 24 hours of the scheduled meeting unless the cancellation is the result of a natural disaster or other emergency which would justify such cancellation for public safety or where such disaster/emergency may affect the Board's ability to achieve a quorum. In addition, the President shall not have the authority to cancel a meeting which was scheduled by written request provided to the Executive Director by two Commissioners.

K. Attendance by a Commissioner at any of the following meetings will qualify for compensation in an amount prescribed in state law as it now exists or may hereafter be amended:

1. Regular and special meetings of the Board of Port Commissioners and work sessions.
2. Meetings of organizations, committees or associations to which the Commissioner has been appointed as the Port's representative by the President of the Commission or full board. Such appointments include but are not necessarily limited to those identified in the annual assignment of Commissioners' duties, generally made during the first regular meeting in January and other committees/associations which may be formed from time-to-time.
3. Other meetings or events of interest to the Port where Port representation is desirable and where the Commissioner's attendance has been approved by the Board. Examples include but are not limited to: Attendance at the WPPA Spring and Winter meetings, Logging Conference, ad hoc meetings with state or federal legislators, entrance or exit interviews with the State Auditor, or ground breaking, grand opening or dedication ceremonies for a civic project or major private development. Approval must occur prior to payment for such meeting but can occur in advance of or after the meeting date.

L. Commissioner(s) may participate in any Commission meeting by teleconference.

## **ARTICLE VI Order of Business**

The order of business at all meetings, except for work sessions, unless otherwise agreed to by the Commission at such meeting, shall be:

- A. Call to Order
- B. Pledge of Allegiance
- C. Approval of Consent Agenda\*, including but not limited to:
  - 1. Approval of Minutes
  - 2. Approval of Vouchers
- D. Early Public Comment Session
- E. Public hearings
- F. Completion of Records (First meeting of month)
- G. Planning
- H. Property
- I. Marinas
- J. Airports
- K. New Business
- L. Old Business
- M. Public Comments Session
- N. Items not on the Agenda
- O. Meetings (Approval of Travel)
- P. Next Meeting
- Q. Executive Session (held at 12:00 p.m. or following regular meeting items)\*\*
- R. Adjourn
- S. Industrial Development Corporation (IDC) (if appropriate)

*\* Unless otherwise requested by a Commissioner or a member of the public, all items on the Consent Agenda shall be voted as a single item. In the event a Commissioner or member of the public requests discussion on any Consent Agenda item, that item shall be removed from the Consent Agenda and voted on separately.*

*\*\* Following an Executive Session, the public meeting shall be reconvened, and the Commission may consider items discussed in the Executive Session.*

## **ARTICLE VII**

### **Motions**

- A. Except as otherwise required by ARTICLE VIII, the Commission shall transact its business by motion which may be made or seconded by any Commissioner in attendance, including the chair of the meeting.
- B. Voting on all motions shall be "yea" or "nay"; the minutes of the meeting shall record the vote of each Commissioner present.
- C. Concurrence of two (2) Commissioners shall be necessary and shall be sufficient for the passage of any motion.



**ARTICLE VIII  
Resolutions**

A. All matters, which in the judgment of the Commission, are of a legislative character shall be embodied in the form of resolutions. Such a resolution shall not be put on for final passage at the same meeting at which it is first introduced, except by unanimous consent of all of the Commissioners. Said consent may be given either in person at this meeting, or if any Commissioner be absent, by advance written consent, which consent shall be made a part of the minutes of the meeting and shall consent either to final action being taken on all resolutions brought before the particular meeting or to final action being taken on those resolutions specified in said written consent. A resolution put on the agenda for final passage may be passed with the consent of two (2) Commissioners attending the meeting. Provided, however, that passage of a motion or resolution which supersedes, amends, modifies, or suspends an existing resolution shall not occur at the same meeting at which it is introduced except by the unanimous consent of all of the Commissioners. In the absence of such unanimous consent, the matter shall be considered at the next Commission meeting. If an emergency meeting of the Commission is called as described in Article V, Section B of these Bylaws, the unanimous consent requirement of the preceding provision shall be suspended during such emergency.

B. Voting on all resolutions shall be "yea" or "nay"; the minutes of the meeting shall record the vote of each Commissioner present.

C. Resolutions shall be numbered consecutively and the original copy of each resolution shall be duly authenticated in open session by the signature of the Commissioners voting in its favor and by the seal of the Commission. Authentication of a Commissioner who is not present may be made by another Commissioner who voted in favor of the resolution. Each resolution shall be filed by the Secretary and shall be recorded in a book or books kept for such purposes, which shall be public records.

**ARTICLE IX  
Minutes**

A. All proceedings of the Commission shall be by motion or resolution recorded in a book or books kept for such purpose, which shall be public records.

B. When the commission has approved the minutes of a meeting in accordance with ARTICLE VI, the minutes as approved shall represent the sole, final, and considered determination of the Commission as to the motions and resolutions set forth therein, superseding all statements made by Commissioners at the meeting.

C. No minutes are required for Executive Sessions.

**ARTICLE X**  
**Amendment of Bylaws**

These Bylaws may be amended by the Commission by resolution duly adopted.

**EXHIBIT "A" TO BYLAWS  
BOARD OF PORT COMMISSION  
PORT OF PORT ANGELES**

**COMMISSION WORKING RULES  
AND OPERATING PROCEDURES**

The Commission is the legally constituted governing body of the Port of Port Angeles. As a governing body of a special purpose municipal corporation, it is charged with the responsibility of fulfilling legislatively mandated purposes and objectives.

Since 1994, the Commission has reviewed its goals and objectives on an annual basis. Those goals, objectives and mission statement are now reaffirmed and the Commission commits itself to a periodic examination of the same to ensure its timeliness and appropriateness for the environment of the time.

So that the governing board may most effectively carry out its mission, it is intended that these Working Rules and Operating Procedures serve as general guidelines for the day-to-day conduct of Commission business. Thus in executing its policy responsibility, the Commission will:

1. Establish broad policies, overall direction and long-term objectives of the Port.
2. Hire an Executive Director to implement the Port policies and objectives and to administer and operate the Port based on the delegation of administrative responsibility and authority pursuant to the Master Policy adopted by Resolution 10-993, as hereafter amended or superseded. The Commission shall set the salary level and review the performance of the Executive Director, following guidelines based on Resolution 10-993, as hereafter amended or superseded, Port goals and objectives and other appropriate criteria developed jointly by the Commission and the Executive Director.
3. Determine the types of business activity in which the Port will engage.
4. Identify short and long-term business strategies for enhancement of maritime and aviation business as well as other activities in which the Port might engage.
5. Establish the degree to which the Port will use the governmental powers of taxation and eminent domain.
6. Establish financial policies including capital formation and debt issuance.
7. Establish Port positions on significant governmental legislation.
8. Establish a range of compensation for the Port. During budget deliberations each year, adopt adjustments to the salary range based on inflation or other market/economic criteria, if appropriate. Review benefits periodically.
9. Review the organization structure with the Executive Director.

10. Appoint a treasurer and auditor pursuant to the provisions of RCW 53.36.010, and select and retain on such terms and conditions as the Commission deems appropriate, legal counsel, and an independent auditor (which can be the State Auditor or a private accounting company) for the Port.
11. Individual Commissioners serve as members of the Commission, a body which acts only by majority vote.
12. Any Commissioners desiring to have any issue, project, commitment of resources or other matter considered shall have such item placed on the agenda of the Commission meeting by submitting the item to the President of the Commission and/or the Executive Director.
13. The President of the Commission shall be responsible for overseeing the agenda for Commission meetings and, where appropriate shall be the spokesperson for the Port.