

Port of Port Angeles

Port Angeles, Washington

22-1252

Commissioner's Resolution No.

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

WHEREAS, the Port of Port Angeles Board of Port Commission Bylaws may be amended by resolution duly adopted by the Port Commission; and

WHEREAS, the Bylaws were last amended by Resolution No. 17-1157 adopted October 23, 2017; and

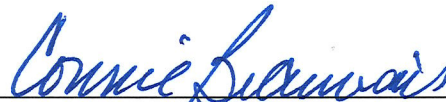
WHEREAS, there is now a need to further modify said Bylaws.

NOW THEREFORE BE IT RESOLVED that Resolution No. 17-1157 is hereby rescinded; and

BE IT FURTHER RESOLVED that the Bylaws set forth on the attached Exhibit A 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 22nd day of March, 2022.

PORT OF PORT ANGELES
BOARD OF COMMISSIONERS



Connie L. Beauvais, President



Colleen M. McAleer Vice-President



Steven D. Burke, Secretary

**PORT OF PORT ANGELES BOARD OF PORT
COMMISSIONBYLAWS**

**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.

B. The Commission shall elect new officers at the first meeting of each calendar year, whose term shall run for one (1) year, beginning when elected, or 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 pursuant to RCW 42.12.070, as presently codified or hereafter amended.

D. The Commission may from time to time establish such committees as are necessary to conduct its more specialized work. The composition of committees shall be determined by the Commission. To remain in compliance with the Open Public Meeting Act (RCW 42.30), committees will never exceed one Commissioner. Such committees shall report directly to the entire Commission on their work.

E. Individual Commissioners serve as members of the Commission, a body which acts only by majority vote.

**ARTICLE III
Duties of Commissioners**

The Commission's responsibilities include but are not limited to the following:

1. Establish policies for the overall direction and strategies 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 resolution of the Commission. The Commission shall set the salary level and review the performance of the Executive Director, following guidelines based on resolution of the Commission, Port goals and objectives, job description 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. Approve the annual operating and capital budgets and establish annual budget priorities;
 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 Port employees. During budget deliberations each year, adopt adjustments to the salary range based on inflation or other market/economic criteria, if appropriate. Review benefits annually;
 9. Establish 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 may be the State Auditor or a private accounting company) for the Port.

Each Commissioner Shall:

- A. Review the agenda for each Commission meeting and 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) in a timely manner;
- 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. Approve 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. Preside at all public meetings at which the President is not physically present;
3. 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;
4. Perform all such other duties as are incident to the office or are properly required by the Commission.

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;
5. Review vouchers prior to the Commission meeting at which the voucher summary will be presented for approval and, be prepared to report voucher details to the entire Commission prior to approval.

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 resolution. 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 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). To further ensure accessibility to these public meetings, streaming access will be available along with recordings of past meetings on the Port's website. All meetings will be held in accordance with the requirements of RCW 42.30 and reasonable efforts shall be made to comply with the encouraged but not required suggestions in RCW 42.30.

D. Place of Meetings: All meetings shall be held at the Port of Port Angeles Administration Building, 338 W. 1st Street, 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. 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 designee. 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. Each Commissioner shall receive per diem compensation in an amount prescribed by RCW 53.12.260, as presently codified or hereafter amended, for each day or portion thereof spent (a) in actual attendance at official meetings of the Commission, or (b) in performance of other official services or duties on behalf of the Port.

L. A Commissioner may participate in any Commission meeting remotely.

ARTICLE VI

Motions

A. Except as otherwise required by ARTICLE VII, 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 "aye" or "no," and 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 VII
Resolutions**

A. All final actions of the Commission that, in the judgment of the Commission, are of a legislative character shall be embodied in the form of resolutions.

B. A resolution may be adopted in the same meeting at which the resolution is introduced if, on a motion seconded and passed unanimously, the full Commission agrees to introduce the resolution, and thereafter on a motion seconded and passed by a majority of Commissioners, the Commission agrees to waive the second consideration of the resolution and adopt the resolution; PROVIDED, however, that a resolution that supersedes, amends, modifies, or suspends an existing resolution shall not be adopted at the same meeting at which it is introduced except by the affirmative vote of the entire Commission. Otherwise, a resolution may be introduced on a motion seconded and passed, in which case the resolution shall be put on the agenda of the next Commission meeting for adoption. If an emergency meeting of the Commission is called as described in Article V, Section B of these Bylaws, the unanimous approval requirements of this Article VII shall be suspended during such emergency.

C. Voting on all resolutions shall be "aye" or "no," and the minutes of the meeting shall record the vote of each Commissioner present.

D. 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. 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 VIII
Minutes**

A Minutes of all proceedings of the Commission shall be approved by the Commission and shall be maintained in the Port's records, which shall be public records.

B. No minutes are required for Executive Sessions.

**ARTICLE IX
Amendment of
Bylaws**

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