

# Port of Brownsville



## By-Laws Of The Brownsville Port Commission

### Resolutions

00-02 Adopt By Laws

00-05 Modify Article V Sub Paragraph 2

00-10 Modify Article III Add Paragraph 3

~~01-03 Add Procedures for Attendance at~~

~~workshops, meetings, and conferences~~ Superseded by Resolution 13-06

~~01-11 Modify Article IV Order of Business~~ Superseded by Resolution 04-21

04-21 Modify Article IV Order of Business

13-06 Modify Appendix "A" Budget for Commissioner Attendance at Meetings

13-07 Modify Article III Add new paragraph 4.

17-02 Add Appendix B Attendance from Remote Location

### Motions

11 Sept 2002 Add Pledge of Allegiance

# By-Laws of The Brownsville Port Commission

## Table of Contents

Article I	Organization <ul style="list-style-type: none"><li>Officers</li><li>Officer Elections and Terms</li><li>Vacancies</li><li>Rules and Procedures</li></ul>
Article II	Duties of Officers <ul style="list-style-type: none"><li>President</li><li>Secretary</li><li>Interim Officers</li></ul>
Article III	Meetings <ul style="list-style-type: none"><li>Regular Meetings</li><li>Special Meetings</li><li>Study Sessions</li><li>Location</li><li>Public and Open Meetings</li><li>Agendas</li><li>Adjournment and Continuance</li><li>Attendance</li><li>Quorum</li><li>Rules of Conduct</li><li>Recesses</li><li>Cancellation of Meetings</li></ul>
Article IV	Order of Business <ul style="list-style-type: none"><li>Standard Order</li><li>Public Comment</li></ul>
Article V	Manner of Action and Parliamentary Procedure <ul style="list-style-type: none"><li>Motions</li><li>Resolutions</li><li>Voting</li><li>Robert's Rules</li></ul>

# By-Laws of The Brownsville Port Commission

## Table of Contents

Article VI	Records Minutes and Resolutions Finality of Records Audio Recordings Location of Records Public Records
Article VII	Advisory Committees Establishment of Committees Committee Chairs Committee Membership
Appendix "A"	BUDGET FOR COMMISSIONER ATTENDANCE AT MEETINGS
Appendix "B"	Attendance from Remote Location

## **BY-LAWS OF THE BROWNSVILLE PORT COMMISSION**

These Bylaws are adopted by the Board of Commissioners of the Port of Brownsville (“Commission”).

### **ARTICLE I -- ORGANIZATION**

1. Officers. Officers of the Commission shall consist of a President and a Secretary.
2. Officer Elections and Terms. Officers shall be nominated from the membership of the Commission and shall be elected by the Commission at the first regularly scheduled meeting in each calendar year. Officers shall serve the longer of a one-year term or until their successors are elected. Terms shall commence immediately upon election.
3. Vacancies. In the event of a vacancy in the office of a Commissioner by death, resignation or otherwise, a replacement shall be selected in the manner specified in RCW 53.12.150 or its successor law. A vacancy in the office of President or that of Secretary shall be filled by one of the remaining Commissioners, who shall be elected at the first regularly scheduled meeting after the vacancy is known.
4. Rules and Procedures. The Commission shall operate according to these Bylaws unless amended or suspended by motion. In matters not addressed by and not inconsistent with these Bylaws meetings of the Commission shall follow the latest edition of Robert’s Rules.

## ARTICLE II -- DUTIES OF OFFICERS

1. President. The President shall:
  - A. Preside at all Commission meetings, including recognizing speakers and making parliamentary rulings;
  - B. Call, and issue authorize required public notice, for all Commission meetings;
  - C. Oversee preparation and approval of the agenda for every meeting;
  - D. Act as public spokesperson for the Commission; and
  - E. Perform such other duties as are incident to the office or are properly required by the Commission.
  
2. Secretary. The Secretary shall:
  - A. Oversee preparation and retention of minutes and resolutions;
  - B. Supervise the safekeeping of the Port records;
  - C. Act as President when the President is absent or disabled; and
  - D. Perform such other duties as are incident to the office or are properly required by the Commission.
  
3. Interim Officers. Any Commissioner may be appointed by the Commission to act for an Officer who is absent or disabled. Such appointments shall be valid only during the Officer's absence or disability.

## ARTICLE III -- MEETINGS

### 1. Regular Meetings.

- A. Regular meetings of the Commission will convene at 6:00 p.m. on the second Wednesday of every month. No additional notice shall be required for meetings at such time.
- B. The Commission may establish an alternate meeting time or date, notice of which shall be published in the same manner as required for special meetings.
- C. If a regular meeting would otherwise fall on a State holiday, the meeting will instead be held on the next weekday.

### 2. Special Meetings.

- A. Special meetings may be called at any time by the President or by a majority of the Commission by delivering written notice of the time, place and agenda of the meeting to each Commissioner and to a newspaper of general circulation within the District at least twenty-four hours in advance.
- B. The above notice requirement shall be waived as to any Commissioner who is present when the meeting convenes or who delivers a written waiver of notice to the Secretary at or prior to such time.
- C. The notice required above may also be dispensed with when a special meeting is called to respond to an emergency involving actual or impending damage to persons or property, and delay to provide such notice would be impractical and would increase the likelihood of such injury or damage. In such case Commissioners and the public shall be given such notice as is reasonable under the circumstances.

### 3. Study Session

- A. Study Session meetings of the Commission will convene at 5:00 PM on the fourth Tuesday every other month.
- B. If there is no agenda, there will be no meeting.
- C. Written notice of the time, place and agenda items of the study session shall be delivered to a newspaper of general circulation within the district at least twenty-four hours in advance.

### 4. Special Voucher Signatures

At least two Commissioner Signatures will be required on Special Vouchers and Warrants issued between regular Port Meetings. i.e. employee pay checks, unanticipated repairs other exigent items. When the need for these special signatures arises, the Port Manager shall notify all Commissioners of the need for special action, and the total amount of the said vouchers. Verbal approval by a majority of the Commission shall be

acceptable in place of formal approval. These approved Special Vouchers and Warrants shall be placed on the consent agenda of the next regular Board Meeting for formal approval.

5. Location.

Commission meetings shall be held in the Port facility leased to the Brownsville Yacht Club.

The president or a majority of the Commission may designate a different location for the meeting provided that prior notice is given in the same manner as required for a special meeting,

6. Public and Open Meetings.

Meetings shall be open and public unless the President or a majority of the Commission adjourn to an executive session for any reason permitted by law.

7. Agendas.

A draft agenda shall be approved by the President and delivered to each Commissioner at least three days in advance of any non-emergency meeting. Adequate opportunity shall be provided for Commissioners, staff and the public to suggest agenda items prior to circulation of the draft. The draft agenda may be amended by the Commission at any meeting as permitted by law.

8. Adjournment and Continuance.

Any meeting may be adjourned and continued to a specified time and place as permitted by law and upon immediate posting of a notice, on or near the door of the place from which the meeting has adjourned, stating the adjournment and the place and time to reconvene.

9. Attendance.

A. It is the responsibility of each Commissioner to maintain regular attendance at meetings and to arrive prepared to transact business. Each Commissioner shall, when practicable, notify the Secretary's designee in advance of any absence. The fact of every absence, and, if known, the cause, shall be noted upon the minutes.

B. Nonattendance for sixty days, unless excused by the Commission, shall create a vacancy in the absent Commissioner's office, as provided in RCW § 53.12.140. Any absence required to attend to other Port business shall be automatically excused.

10. Quorum.

A. Two commissioners shall constitute a quorum.

B. If no quorum appears for a scheduled meeting, minutes shall be prepared which state that fact.

11. Rules of Conduct.

- A. All persons at a meeting shall direct all comments to the Commission after first being recognized by the President. The President may allow any Commissioner to question anyone who addresses the Commission.
- B. Only Commissioners shall be permitted to directly question on the record persons present at the meeting. Others wishing that a question be directed to another person must suggest that a Commissioner pose such question.
- C. No discussion shall be held on any matter not placed on the agenda by the Commission.
- D. All persons at the meeting are expected to speak and act with courtesy and respect for all others.
- E. Commissioners shall refrain from passing notes or otherwise engaging in discussion amongst themselves which is not audible to the audience.
- F. The President may impose reasonable time limits on comments by any person other than a Commissioner.
- G. Following any permitted public comment on an item, and at the conclusion of discussion by the Commission, the President shall call for appropriate action by the Commission.
- H. The president may order the removal of any persons whose conduct is disruptive of a meeting.

12. Recesses.

A recess for a definite period may be called by the President or by the Commission at any time.

13. Cancellation of Meetings.

The President may cancel any meeting he or she has called. A majority of the Commission may cancel any scheduled meeting. Notice of cancellation shall be given as for a special meeting. No regular meeting shall be canceled if that would result in a failure to meet for a period longer than three months.



## ARTICLE IV -- ORDER OF BUSINESS

### 1. Standard Order.

The order of business at all meetings, unless otherwise agreed to by the Commission, shall be:

1. Open Meeting / Call to Order
2. Pledge of Allegiance
3. Approval of Agenda
4. Approval of Consent Agenda
  - a. All matters listed under Consent Agenda have been distributed to each member of the Commission for reading and study, are considered to be routine, and will be enacted by one motion of the Commission with no separate discussion. If separate discussion is desired, that item may be removed from the Consent Agenda and be placed under New Business by request.
5. Public Comment
  - a. Citizen Comments for items not listed on this Agenda.
6. Presentation to or by the Board
7. Financial Reports
8. Information, Staff and Committee Reports
9. Old Business
10. New Business
11. Public Comment
12. Executive Session

The following items may be discussed in executive session

  - a. Legal
  - b. Real estate
  - c. Personnel
13. Close Meeting / Adjourn

### 2. Public Comment.

The Commission may schedule a public hearing on any item of old or new business, or may authorize the President to recognize members of the public to comment on individual items of old or new business as they arise. Any such hearing or public comment outside the standard order above shall precede final deliberation and decision by the Commission. (Resolution 04-21)

## ARTICLE V -- MANNER OF ACTION AND PARLIAMENTARY PROCEDURE

### 1. Motions.

Except as otherwise required by these By-laws or by law, the Commission shall transact its business by motion made by any Commissioner in attendance. After a motion is made and seconded the President shall call for discussion. The vote shall be called for only after discussion by the Commission is concluded, or upon passage of a motion for cloture, which shall be privileged.

### 2. Resolutions.

All matters as required by State law, or which are of a legislative character shall be embodied in written, consecutively numbered resolutions. No resolution shall be put on the agenda for final passage at the same meeting at which it is first introduced, unless it is determined by the Board of Commissioners that time is of the essence in the passage of any given resolution. (Resolution 00-05)

### 3. Voting.

All votes of the Commission shall be by yeas or nays unless a division is called by a Commissioner, in which case the Chair shall call the roll and the vote of each Commissioner shall be recorded in the minutes.

### 4. Robert's Rules.

Where not inconsistent with these Bylaws or with law, meetings shall be conducted in accordance with the latest edition of Robert's *Rules of Order*, a copy of which shall be present at each meeting.

## ARTICLE VI -- RECORDS

### 1. Minutes and Resolutions.

Written minutes shall be kept of all meetings. Minutes are to be prepared and presented for Commission approval no later than the next regular Commission meeting that is held at least one week after the meeting for which minutes are to be approved. The original copy of all approved minutes and resolutions shall be signed in open session by the Commissioners voting in their favor. All minutes and resolutions of the Commission shall be promptly recorded in a book or folder kept for such purpose.

### 2. Finality of Records.

Minutes and resolutions as approved and signed shall represent the sole determination of the Commission as to the actions set forth therein, superseding all statements by Commissioners at the meeting.

### 3. Audio Recordings.

The Commission may direct that audio recordings be made at meetings. Any such recordings shall be kept in Port records for at least one year.

### 4. Location of Records.

The Port shall maintain at its offices copies of all its minutes, resolutions, budgets, financial statements, comprehensive schemes, contracts, leases, and other documents required by law to be so maintained.

### 5. Public Records.

All Port records shall be open to the public to the full extent required by law.

## ARTICLE VII -- ADVISORY COMMITTEES

### 1. Establishment of Committees.

The Commission may by motion establish such advisory committees as are useful to advise the Commission. The motion shall establish the size, purpose, and duration of the Committee.

### 2. Committee Chairs.

Every committee shall include one Commissioner, who shall serve as Chair of the Committee. Committee Chairs shall be appointed and may be removed by the President of the Commission. Each Committee shall elect from its members a Vice-Chair to serve in the absence of the Chair.

### 3. Committee Membership.

Committee Chairs shall appoint other members, who may be employees or users of the Port, residents within the Port District, or others knowledgeable in the matters within the committee's charge. Committee Chairs shall strive to insure that committees include a fair cross-section of opinion on the issues within the committee's jurisdiction, and include persons with expertise in pertinent technical issues.

# Appendix "A"

(Resolution 13-06)

## POLICY:

To ensure that adequate funds are budgeted for Commissioner Attendance at meetings, Commissioner will submit their request for the upcoming year to the Port Manager during the budget process.

After attending, Commissioners will submit a written report and give a brief oral summary of the meeting at the next regular meeting.

## GUIDELINES:

Budgeting for Commissioner Meeting Attendance.

The following steps will be followed when budgeting for travel and miscellaneous line items:

1. At the commencement of the budget cycle in June of each year the Port Manager will ask the Commissioners for a list of meetings they plan to attend during the next fiscal year for budgeting purposes.

One or more of the Port Commissioners normally attend the following scheduled meetings:

WPPA New Commissioners Seminar, Post-election, prior to taking office  
WPPA Commissioners Seminar, held semi-annually August or September  
WPPA Spring Conference in May  
WPPA Finance and Administration Seminar in June  
WPPA Environmental Seminar in September  
WPPA Annual Conference in November  
WPPA Marina Committee Meeting held at various times  
Kitsap All Ports Meeting held quarterly  
Washington Ports Day in Olympia held during Legislative Session

2. The Port Manager will estimate the cost of attending the meetings (including registration, mileage, meals, hotel, airfare, parking, etc.). The Port Manager will include additional funding in the proposed budget for additional meetings not listed on the budget.
3. The Port Manager will submit these estimates to the Commissioners during their budget meetings. The Commissioners will review the meeting requests including the estimated costs, make appropriate changes, and approve an annual budget for travel and registration fees for Board members.
4. If a Commissioner desires to attend a meeting that is not included in the budget, the commissioner will submit a request to attend the meeting to the Port Manager. The Manager will estimate the cost of the meeting attendance and determine if adequate funding is available to support attendance. At the next regular board meeting, the Commissioner will

present the attendance request and the anticipated benefit to the Port. The Port Manager will report his determination if adequate funding is available. The board shall determine by vote to accept or reject the request.

5. To ensure that all Commissioners receive education and training relating to their position, the Board encourages that all Commissioners maximize attendance for the meetings listed under item 1 and any other meeting deemed beneficial to the Port.
6. Post-Meeting Reporting

Commissioner attendance at meetings is beneficial not only to the person attending, but also to the Commissioners, Staff and citizens of the Port. In order to ensure that information is shared in a timely manner, after meeting attendance, Commissioner will:

- A. Give a brief oral summary of the meeting highlights and new information learned at the next regular Port meeting. Written comments and other material may be added to the record. A copy of the attended meeting agenda and meeting minutes, if available, shall be included in the record.
- B. Complete a travel follow-up report that will include claim for reimbursement of travel expenses including; mileage, ferry fare, tolls, parking, rental car, meals, and other travel related expenses as authorized by Revised Code of Washington. Receipts are required for all expenses except where receipts are not provided, i.e., parking meters, Good-2-Go tolls, etcetera.

Note: Tips and alcoholic beverages are not authorized by and shall not be reimbursed by the Port of Brownsville.

BY-LAWS  
OF  
THE BROWNSVILLE PORT COMMISSION  
APPENDIX "B"

POLICY:

Establishing rules for Remote Attendance of Port of Brownsville Commissioners at Port Meetings.

PURPOSE:

The Port of Brownsville Commissioners, recognizing the benefits of fullest practicable attendance and participation by its members, by the Port Commissioners and by others, allows for attendance from remote location(s) through use of electronic means including but not limited to such two-way communication methods as speakerphone, Skype, or other media that provide full audio or audio and visual capability. In certain circumstances including emergencies it may be necessary for one or more members of the Board to attend from remote location(s) in order to have a quorum.

1. For purposes of voting by a member (or members) of the Board, such attendance from remote location(s) shall be considered the equal of being physically present in the Board meeting.
  - a. However, if the extremely rare instance, two of the three Commissioners are participating via remote attendance any documents requiring two Board signatures will need to have the second signature deferred until such time as one of the remote attendees returns.
  - b. Note: This caveat cannot apply to the signing of warrants.
2. In the case of Executive Sessions, the Board may permit participation from remote location(s) by the above alternative means only when the Board on a case-by-case basis considers such participation to be necessary and the Board is confident in the security of such remote communications.
3. Attendance from remote location(s) is intended to be an alternative and relatively infrequently used method for participation by members of the Board.

PROTOCOL AND PROCEDURES:

In all meetings involving remote attendance, the presiding officer shall inform all present in the board meeting of the intent to initiate a remote communication.

1. The presiding officer shall confirm and announce to all that are present at meeting and in the remote location(s) can clearly hear all other parties and (as appropriate) clearly see visual content as will be presented. The recording secretary shall record such confirmation.

2. With such confirmation, members of the board – whether they are physically in the board meeting or at remote location(s) – constituting a majority may approve the use of remote communication for the entirety of the meeting or for a specified portion thereof.
3. If the Board by a majority approves use of remote communications for only a specified portion of any meeting, the presiding officer shall announce same and, at the end of the specified section shall clearly announce to all the close of the remote communications and shall order the connection be stopped. The attendance of the remote party shall be at an end. The recording secretary shall record the beginning and ending times of each such remote communication.
4. In the event that the remote communication link is broken or significantly degraded such that it no longer meets the full requirements of the remote attendance, the presiding officer shall confirm the loss of service and announce the close of the remote attendance. The attendance of the remote party shall be at an end. The recording secretary shall record the time such closure.

#### REQUIREMENTS OF THE SYSTEM:

Any such communications systems utilized shall reliably permit all persons attending – whether they are physically in the meeting or in remote location(s) – to be clearly heard by all others and to clearly hear all audio content of the meeting, and where applicable, be clearly seen by all others and clearly see all visual content that is determined by the Board to be crucial to the understanding of matters discussed. Systems used in the course of Executive Sessions shall be reasonably secure from unauthorized access.

#### MAINTENANCE OF PUBLIC RECORD:

Audio or video recordings of proceedings under this policy shall be maintained for public record as required by law.

#### WARRANTS:

Warrants require two authorizing signatures by sitting Board members. In the extremely rare event that two of the three elected Commissioners are not physically present to sign warrants the warrants can be sent by secure overnight delivery to one of them. Whichever Commissioner receives the warrants he/she will then be required to return the warrants by secure overnight delivery.