

## **RESOLUTION NO. 4-17**

### **A RESOLUTION ADOPTING RULES GOVERNING THE TRANSACTION OF BUSINESS BY THE PORT OF MANCHESTER**

**WHEREAS**, the Port of Manchester is a Port District organized and existing under the laws of the State of Washington, and

**WHEREAS**, the laws of the State of Washington provide that the port commission shall by resolution adopt rules regarding the transaction of business (RCW 53.12.245)

**NOW, THEREFORE, IT IS HEREBY RESOLVED**, that the Port of Manchester Commission hereby adopts the Rules set forth below, which shall be effective on adoption.

#### **ARTICLE I Preamble**

These rules will govern the transaction of business by the Port of Manchester Commission.

#### **ARTICLE II Roberts Rules of Order**

Roberts Rules of Order, as amended is adopted as the defining authority in the transaction of business by the Port.

#### **ARTICLE III Organization of the Commission**

A. The Commission will annually elect a President, Vice-President and Secretary.

B. The Commission will elect officers at its first regular meeting at the beginning of each calendar year. The term will run for one (1) year beginning when elected, and terminate at the election of a successor. Vacancies in an office may be filled at any regular or special meeting of the Commission.

## **ARTICLE IV**

### **Duties of Officers**

A.     The President Shall:

Preside at all meetings and sessions of the Commission and during executive sessions of the Commission in a manner consistent with these Rules; sign all Resolutions, contracts and other instruments on behalf of the Commission as authorized by the Commission; perform all such other duties as are incident to the office or are properly required by the Commission; and authorize the issuance of notices for regular and special meetings and study sessions of the Commission as provided for in these Rules.

B.     The Vice President Shall:

During the absence or disability of the President, exercise all the functions of the President; and have such powers and discharge such duties as may be assigned from time to time by the Commission.

C.     The Secretary Shall:

Ensure the recording of the minutes, motions and resolutions adopted by the Commission by the Port, and otherwise perform such further duties as are incident to the office and as are properly required by the Commission.

D.     Temporary Absence:

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 official.

## **ARTICLE V**

### **Meetings**

A.     Regular Meetings:

The Port of Manchester regular meetings are scheduled on the second Monday evening of each month at 6:00 pm at the Manchester Public Library, 8067 E. Main Street, Manchester, Washington, unless specified otherwise. The Port will post the location of all regular meetings on its website at <http://www.portofmanchester.com> at least 20 days prior to each meeting date.

B. Special Meetings:

The President or any Commissioner may call a special meeting of the Commission by notifying the Contract Administrator of the Port of the proposed meeting date and business to be conducted at the special meeting. Notice of a requested special meeting under this section will be provided sufficiently in advance of the requested special meeting date to allow at least twenty-four (24) hour written notice of the meeting to the Commissioners and to provide adequate public notice of the meeting and agenda as required by the State Open Public Meetings Act.

A special meeting is limited to those matters specified in the notice. The Commissioners may hold an executive session during a special meeting with appropriate notice.

C. Open meetings:

Regular and special meetings are open to the public except as otherwise provided by these Rules.

D. Executive Sessions:

The Commission may meet in executive session, which shall be closed to the public during a regular or special meeting for all purposes permitted by the State Open Public Meetings Act (RCW 42.30) and other applicable laws.

The Commission may invite Port staff or others with some relationship to the matter being discussed, or who provide assistance to the Commission, to the executive session.

In order to avoid inconvenience to the public during regular meetings, the Commission will endeavor to hold executive sessions immediately prior to a regular meeting.

The public meeting will be reconvened following an executive session. Items discussed in the executive session will be considered during the meeting, as appropriate and required by law.

E. Quorum:

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

F Commissioner Absence and Excusal"

Each Commissioner is responsible for requesting to be excused from regular or special meetings of the Commission so as to avoid causing an inadvertent vacancy in the office according to RCW 53.12.140. A Commissioner who is unable to attend a regular or special meeting will notify the other Commissioners and Contract Administrator no

later than two hours before the scheduled start of the meeting, if feasible to do so, to request excusal. The presiding officer will note the Commissioner's request for excusal on the record for the minutes, and shall also state for that purpose whether the absence is or is not excused.

## **ARTICLE VI**

### **Order of Business**

- A. The Port Contract Administrator will publish a meeting Agenda of Regular meetings prior to the meeting.
- B. The President or presiding officer will adhere to the Agenda for regular meetings as much as possible, with general public comment allowed during each meeting.
- C. The Commissioners may agree to change the order of business set forth in the Agenda at any time.
- D. All proceedings of the Commission will be by consensus, motion, or resolution recorded in minutes maintained for that purpose.

## **ARTICLE VII.**

### **Motions**

- A. Except as otherwise required by these Rules, the Commission shall transact its business by motion, which may be made by any Commissioner in attendance.
- B. Concurrence of two Commissioners shall be necessary and shall be sufficient for the passage of any motion.
- C. Commissioners shall vote on all motions unless required to abstain due to an actual or apparent conflict of interest.

## **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 a resolution. Text of the proposed resolution shall be provided prior to the public meeting.
- B. Resolutions shall be numbered consecutively by the year in which they are enacted and the original of each resolution shall be duly authenticated by the presiding officer and the Secretary. Adopted resolutions shall be filed, published on the Port's website, and recorded in books kept for such purposes, which shall be public records.

**ARTICLE IX**  
**Minutes**

A. The Port attorney will prepare draft minutes of each meeting and distribute them to the Commissioners for their review prior to the public meeting at which they are adopted. The Minutes contain motions, action taken and a summary of discussion

B. When the Commission has approved the minutes of a meeting, the minutes as approved shall represent the final and considered determination of the Commission as to the motions and resolutions set forth therein.

**ARTICLE X**  
**Publication of Meeting Materials**

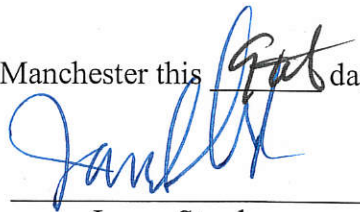
A. Agendas and approved minutes and resolutions will be posted on the Port's website as soon as possible after the public meeting at which approval took place.

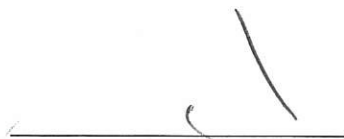
B. Copies of the meeting Agenda, proposed Resolutions, draft minutes, financial detail and other pertinent meeting material will be available to the public at the site of the public meeting and prior to the opening of the meeting.

**ARTICLE XI**  
**Amendment of Rules**

These Rules may be amended by Resolution only.

**ADOPTED** by the Port Commission of the Port of Manchester this 9<sup>th</sup> day of January, 2017.

  
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James Strode  
President, 2016

  
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Steven Pedersen  
Secretary, 2016