



# **BYLAWS FOR THE PORT OF BROOKINGS HARBOR BOARD OF COMMISSIONERS**

Adopted August 18, 2020  
Resolution No. 544

16330 Lower Harbor Road, Brookings, OR 97415

**BYLAWS FOR THE PORT OF BROOKINGS HARBOR  
BOARD OF COMMISSIONERS**

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## **PART I. GOVERNANCE BY POLICIES**

### **Section 1. Name**

This document and future amendments to this document will collectively be referred to as “Bylaws for the Port of Brookings Harbor Board of Commissioners” or simply as “Bylaws”.

### **Section 2. Purpose**

The primary duty and function of the Port of Brookings Harbor Board of Commissioners is to establish policies for the governance of the Port. The Commission has delegated to the Port Manager the responsibility for the day-to-day administration of the Port, in a manner consistent with the policies and interpretations of the Commission.

### **Section 3. Responsibility**

Policies must comply with all applicable federal, state and local laws and regulations. The Principal Act for Port Districts is found in Oregon Revised Statutes (ORS) Chapter 777. If any policy, rule or portion thereof is found to conflict with any local, state, or federal law or regulation, such policy or rule as determined by the Port Manager will be deemed void until further Commission action. It will be the responsibility of all Port personnel to bring any such conflict to the Manager’s attention immediately upon discovery for consideration by the Commission.

### **Section 4. Compliance**

All Port personnel must comply with the policies adopted by the Commission. Any failure to comply will constitute grounds for disciplinary action or termination pursuant to the Port’s Personnel Rules.

## **PART II. BOARD OF COMMISSIONERS**

### **Section 5. Membership**

#### **A. Positions and Terms**

1. The Port Commission consists of five members serving four-year staggered terms.
2. Each Commissioner is identified by a position number. Position numbers will be transferred to the successors of each Commission position. Positions 1, 4 and 5 run concurrently. Positions 2 and 3 run concurrently.
3. All Commissioners serve at large.

#### **B. Election of Commissioners**

The election of Commissioners will be conducted as provided by ORS Chapters 777 Port Generally and 255 Special District Elections.

#### **C. Qualifications**

Only registered electors of the Port District are qualified to serve as Port Commissioners. Port employees are not eligible to serve as members of the Port Commission. (ORS 198.115).

#### **D. Oath of Office**

Each newly elected or appointed Commissioner must take an oath of office prior to or at the first Commission meeting and assuming the duties of the position. The Justice of the Peace, County Clerk or Oregon Public Notary, must give the following oath of office:

*“Please raise your right hand. Do you solemnly swear that you will honestly and faithfully discharge the duties of the Office to which you have been elected/appointed,*

*and that you will support the Laws and Constitution of the State, and of the United States of America to the best of your ability?"*

**E. Term of Office – Starting Date**

Except where the Commission is filling a vacancy on the Commission, terms of office will start on July 1st following the Port of Brookings Harbor’s regular election.

**F. Vacancies**

**1. Occurrence.**

The Commission may formally declare a position vacant before the expiration of the term for any of the reasons set forth in ORS 236.010 or if a Commissioner is absent from four or more consecutive regular meetings of the board. (ORS 777.135).

**2. Filling.**

The Commission must fill the vacant Commission positions in accordance with ORS 198.320. (ORS 777.135).

**3. Term.**

The appointed individual will fill the vacancy until the next available regular district election at which time the voters will fill the position. (ORS 198.320(2))

**Section 6. Powers and Duties**

**A. Meeting the Needs of the Port**

It is the policy of the Commission to exercise those powers granted to it, and to carry out those duties assigned to it by law, in such a way as to best meet the needs of the Port District.

**B. Commissioner Education/Training**

New Commissioners will receive training sanctioned by the Special Districts Association of Oregon (SDAO), Oregon Public Ports Association (OPPA), Oregon Government Ethics Commission (OGEC) and/or other similar organization within one year of taking office. It is strongly encouraged that Commissioners attend continuing training in subsequent years. The budget will include funds for Commissioner training. Commissioner education or training will be included in the Annual Report to the Commission. (ORS 777.140(2)).

**C. Represent Constituents**

It is the duty of each Commissioner to represent the constituents of the Port District and to inform the public concerning the progress and needs of the Port District and solicit and consider public opinion as it affects the programs and services provided by the port. Contact with the media is to be limited to re-stating the Commission’s position and not individual opinions. Official statements from the Commission are to be directed through the President with coordination with the Port Manager.

**D. Formulation and Interpretation of Port Policy**

The Commission has a duty to establish and interpret policy, reserving to itself all authority and responsibility not expressly delegated to the Port Manager.

**E. Select Officers/Personnel Rules**

The Commission will select board officers and create personnel rules.

**F. Form Committees**

The Commission has the authority to form committees. Committees formed by the Commission are required to conform to public meeting and records laws. Committees are to

report to the Commission on a monthly basis. Other than those required by state budget law, committees will be formed by resolution. Committees may determine their own rules of order based upon need and committee characteristics. The resolution should state the following criteria:

1. Membership and quorum requirements;
2. Staff person assignment (if any);
3. Length of membership terms;
4. Ad hoc, statutory or permanent;
5. Purpose and authority;
6. Budget (if any) for carrying out the purpose; and
7. Acknowledgement of budgetary impacts to the port (if any) generated by a recommendation from the committee.

#### **G. Provide Safe Work Environment**

The harassment policies that apply to Port personnel also apply to elected officials. Commissioners are responsible for ensuring that the workplace of the Port of Brookings Harbor is free from harassment at all times.

#### **H. Strategic Business Planning**

The Commission has a duty to update its strategic business plan no later than every ten years or as required by IGA and use this plan as its guiding document in the development and direction of the Port's mission, vision and goals. The Commission should annually review components and goals stated within the SBP. (OAR 123-025-0005, et seq.).

#### **I. Fiduciary Responsibilities**

The Commission has final responsibility over the Port's finances including the adoption of the budget (ORS 294), approval of financial reports, payment of bills and the annual audit. The Commission will adopt a resolution for processing the payment of bills and the development of other financial policies.

#### **J. Membership Liaisons**

The Commission will annually review organizational memberships and assign liaisons to represent the Port's interests to and participation in those organizations.

#### **K. Appointment/Removal of Port Manager**

1. The Commission confers chief executive authority to the Port Manager. Specific duties of the office will be created and amended by resolution. A resolution naming the Port Manager as the Port's registered agent will be forwarded to the Secretary of State and County Clerk. (ORS 198.340)
2. The Commission is solely responsible for the appointment and removal of the Manager. The Manager is responsible to the Port Commission.
3. A majority of the full Commission may appoint and may remove the Manager.
4. When the Manager is temporarily unable to act as Manager or when the office of Manager becomes vacant, the Commission may appoint a Manager pro tem. The Manager pro tem has the authority and duties of Manager, except that a pro tem Manager may appoint or remove employees only with Commission approval.
5. No Commissioner may directly or indirectly attempt to coerce the Manager or a candidate for the office of Manager in the supervision, appointment or removal of any employee, or in administrative decisions regarding the implementation of port policies.

6. The Commission will review the Port Manager's work performance annually as set forth in the contract or Port's personnel policy.

**L. Approve all Contract, Agreements**

The Commission will approve all contracts and agreements including those which provide personal services such as legal, auditing, real estate or financial. Typically, the Port Manager will be authorized to sign on behalf of the Port, or the President in the absence of the Port Manager. The Commission will review the adequacy and job performance of the Port's legal counsel, auditor, insurance agent, and other contractors of record no less than every five years.

**M. Access to Attorney; other consultants**

The President and/or Manager may request any legal, financial or insurance advice that may be needed in dealing with matters pertaining to the welfare of the Port. Individual Commissioners should direct requests for information from contracted service providers through the President and/or Manager to avoid incurring personal charges for unapproved contact. A quorum of the Commission may request information from Port consultants during any public meeting.

**N. Direct Use and Disposal of Real Estate and Property**

The Port has real estate holdings that are important strategic assets for the Port and the region. Therefore, the Port engages in acquisition, disposition and leasing of real property on a regular basis. The Commission will adopt procedures for management of public property by resolution.

**Section 7. Commissioner Orientation**

**A. Cooperation with Commission Candidates**

The Commission, through its Manager, will cooperate impartially with candidates for the Commission and provide them with information about policies, administrative regulations and other aspects of the operation of the Port.

**B. Orienting New Commissioners**

The Commission and its Manager will assist each new member-elect and appointee to understand the Commission's functions, policies, and procedures before he/she takes office. The following methods will be employed:

1. New Commissioners will be invited to attend and participate as a member of the audience in public Commission meetings prior to being sworn in.
2. New Commissioners will be invited to meet with the Manager to discuss services provided by the Port.
3. The Manager will provide material pertinent to Port meetings and respond to questions regarding such material upon request.
4. The Manager will provide each new Commissioner with access to:
  - a. A current copy of the Port's Policy and Procedure Manual, including all active ordinances and resolutions.
  - b. A copy of the Port's most recent Strategic Business Plan including Mission, Vision and Goals.
  - c. A copy of the Attorney General's "Public Records and Meetings Manual."
  - d. A list of all Port personnel by position and the Port Manager's employment contract.

- e. Copies of the minutes of all Commission meetings, except for executive sessions, for the preceding twelve (12) months.
- f. Copies of the Port's current and previous fiscal year budgets and financial audits.
- g. Copies of the Port's insurance policies upon request.
- h. Copies of all such documents as the Port's attorney may recommend with respect to any pending claims or lawsuits upon request.
- i. Such other materials as the Commission may direct or the Manager deems appropriate.

## **Section 8. Reimbursements of Expenses**

### **A. Commissioner Compensation, Travel Advancement and/or Reimbursement**

Commissioners will be advanced or reimbursed for their actual and reasonable travel and other expenses incurred in the performance of official Port duties, as funds are available through the budget process following the same procedures as identified in the Port's Personnel Policy.

### **B. Advancement/Reimbursement Documentation**

Commissioners incurring reimbursable expenses or requesting advancement must submit proper documentation of such expenses on a signed form to the Manager for reimbursement or advancement by the Port. Payment will be made following normal bill paying procedures.

## **Section 9. Commissioners' Actions Authorized by Official Commission Action Only**

No individual Commissioner may speak for or act on behalf of the Commission or Port, except as authorized to do so by official Commission action as recorded in the official minutes or policies of the Port.

## **Section 10. Bonding and Insurance**

The Port Commission will purchase a bond or other surety that addresses the fiduciary responsibility set forth in ORS 198.220 and the Port will pay the premium.

## **Section 11. Political Activities**

The Port Commission may publicly discuss and advocate for a political position and may perform campaign activity at any time. The Commission is, however, prohibited from using any public employee's work time or other public resources to do so. Public funds may be used to inform the public regarding measures, provided the materials are informational only and do not advocate a position. (ORS 260.432).

## **Section 12. Public Contracting**

All purchases of goods and services, and all construction projects of the Port, are subject to Oregon's public contracting laws. (ORS 279A, 279B, 279C). Contracts are subject to competitive bidding requirements, which are established by statute, administrative rule and by local resolution adopted by the Board of Commissioners acting as the Port's local contract review board.

## **Section 13. Public Records**

The Port Commission must adopt a Public Records resolution in accordance with ORS 192.324.

## **PART III. DUTIES OF COMMISSION OFFICERS**

### **Section 14. Duties of the President**



- A. The President of the Commission will preside at meetings of the Board of Commissioners.
- B. The President will consult with the Clerk of the Commission regarding the preparation of each Commission meeting agenda.
- C. The President will have the same right as other members of the Commission to discuss and to vote on questions before the Commission.
- D. The President may call Special Meetings of the Commission as described here forth.
- E. The President will serve as Commission's media contact.
- F. The President will sign official Port documents on behalf of the Commission when authorized to do so by a majority of the Commission.
- G. The President will submit an annual report to the Commission. (ORS 777.140(2)).

#### **Section 15. Duties of the Vice President**

- A. The Vice President of the Commission will, in the President's absence, or during any disability of the President, have the powers and duties of the President of the Commission as prescribed in this Part.
- B. The Vice President will submit an annual report to the Commission. (ORS 777.140(2)).
- C. The Vice President will have such other powers and duties as a majority of the Commission may from time to time determine.

#### **Section 16. Duties of the Secretary/Treasurer**

- A. The Secretary/Treasurer will attest the signature of the President on all officially approved documents.
- B. The Secretary/Treasurer will ensure that minutes, documents and records created through public meetings are properly recorded and codified. These responsibilities have largely been delegated to staff.
- C. The Secretary/Treasurer will ensure that the Commission maintains accounting and financial statements. These responsibilities have largely been delegated to staff.
- D. The Secretary/Treasurer shall meet annually with the Port's auditor.
- E. The Secretary/Treasurer shall submit an annual report to the Commission. (ORS 777.140(2)).

#### **Section 17. Duties of Commissioners Generally**

- A. All Commissioners are eligible to sign checks upon approval. Public officials, however, are prohibited from signing checks paid to themselves, their relatives or businesses with which the official or their relatives are associated.
- B. All Commissioners will have such other powers and duties as a majority of the Commission may from time to time determine.

#### **Section 18. Duties of the Clerk of the Commission**

- A. The Clerk of the Commission will respond directly to routine correspondence.
- B. The Clerk will handle correspondence of special interest to the Commission as follows:
  1. Draft replies in advance, when possible, for Commission consideration.
  2. Seek instruction for reply when necessary.
  3. Prepare such correspondence as the Commission directs.
- C. The Clerk will prepare for Commission Meetings as follows:
  1. Prepare the agenda with the advice of the President.
  2. Maintain a calendar for the Commission's unfinished business.

3. Call to the Commission's attention legal requirements and those matters for which the Port is responsible.
  4. Draft policy motions at the request of the majority of the Commission.
  5. Prepare Commission meeting packets containing all available pertinent information.
- D. The Clerk will have the following Commission meeting duties:
1. Attend all Commission meetings or designate an alternate.
  2. Make physical arrangements for Commission meetings.
  3. Provide notice of Commission meetings in accordance with Public Meeting Laws.
  4. Record minutes of all official meetings or designate an alternate.
  5. Maintain and update the Port's Policy Manuals under the direction of the Commission.

### **Section 19. Election of Officers**

At the first regular meeting of July, the Commission will elect a President, Vice President and Secretary-Treasurer. Unless otherwise determined by the Port Commission, the Clerk of the Commission shall be the Port Manager.

- A. The order of nominations will be President, Vice President and Secretary/Treasurer.
- B. Process:
1. Four of five Commissioners must be in attendance before an officer may be elected.
  2. A Commissioner may be elected as an officer upon receiving a nomination, a second and a vote of the majority in attendance. A Commissioner may not nominate or second their own nomination, but may vote on the nomination.
  3. If the nominated Commissioner does not receive a majority, the sitting Commission President will continue asking for nominations until the office is filled. If an office is unable to be filled, the sitting office holder will remain in the position (the office may become vacant if the most recent office holder is not available) until the next scheduled meeting. The business item will then be placed on the next agenda.
  4. In case of emergency, other processes may be used to appoint officers.
- C. The one-year term of office is from July 1 until June 30 of the following year.

## **PART IV. ETHICS AND CONFLICTS OF INTEREST**

### **Section 20. Public Officials**

Elected officials are public officials for purposes of Oregon's Ethics Laws. (ORS 244.020(15)).

### **Section 21. Prohibitions Regardless of Disclosure**

Under the Oregon Code of Ethics (ORS 244.040), the following are prohibited regardless of disclosure:

- A. Use of or an attempt to use official position or office to obtain financial gain or to avoid financial detriment for the public official, a relative or member of the household of the public official, or any business with which the public official or relative or member of the household of the public official is associated, if the financial gain or avoidance of financial detriment would not otherwise be available but for the public official's holding of the official position or office.
- B. Use of confidential information to attempt to further or further the personal gain of the public official, a relative or household member of the public official, or any business with which the public official, a relative or household member is associated;

- C. Solicit or receive, either directly or indirectly, a pledge or promise of future employment based on any understanding that the vote, official action, or judgment of the public official would be influenced by the pledge or promise;
- D. Receipt of gifts over \$50 in a calendar year received by a public official, relative or member of their household from anyone who has a legislative or administrative interest in the business of the district (ORS 244.025);
- E. A public official may not participate in any interview, discussion or debate regarding the appointment, employment, promotion, discharge, firing, or demotion of a relative as defined by ORS 244.020(16); or
- F. A person may not, for two years after they cease to hold a public official position, have a direct beneficial interest in a public contract that was authorized by:
  1. The person acting in the capacity of a public official; or
  2. The person participating as a member of the commission authorizing authorized the contract. (ORS 244.047).

**Section 22. Nepotism**

Commissioners cannot participate in any personnel action taken by the Port that would impact the employment of a relative or member of the Commissioner’s household. (ORS 244.177). The Commission is prohibited from hiring an applicant for the position of Port Manager if a member of the Commission is related to the applicant. The Commission should avoid appointing a Commissioner to fill a vacancy who is related to the Port Manager.

**Section 23. Financial Disclosure**

Commissioners are required to file Statements of Economic Interest (SEI) annually (ORS 244.050(s)).

**Section 24. Conflicts of Interest**

There are two types of Conflicts of Interest: potential and actual. There are also exceptions to these rules.

**A. Potential Conflict of Interest**

A potential conflict of interest is any official action of a public official that *could* result in private pecuniary benefit (money or something of economic value) or avoidance of detriment (relief from financial obligation or loss) to the person or the person’s relative or any business with which the person or the person’s relative is associated. When a Commissioner becomes aware that he or she has the opportunity to participate in an action either individually or as part of the Commission that has the potential to result in a personal pecuniary benefit to himself or one of his relatives or a business with which he or one of his relatives is associated, then the Commissioner must publicly disclose the nature of the conflict of interest. After publicly announcing the potential conflict of interest at the meeting where the matter giving rise to the conflict is being discussed or acted upon, the Commissioner may participate in the discussion and vote on that matter. The disclosure must be recorded in the meeting minutes. A Commissioner must announce a conflict of interest on each occasion when the matter giving rise to the conflict of interest is discussed or debated.

**B. Actual Conflict of Interest**

An actual conflict of interest is any official action of a public official that *will* result in private pecuniary benefit or avoidance of a cost for the person or the person’s relative or any business with which the person or the person’s relative is associated. As with potential conflicts of interests, the Commissioner must publicly disclose the nature of the conflict of interest at the

meeting where the matter giving rise to the conflict is being discussed or acted upon. The disclosure must be recorded in the meeting minutes. When facing an actual conflict of interest, the Commissioner must refrain from participating in any official action on the matter, including any discussion or vote. However, a Commissioner may participate in official actions when allowed by ORS 244.120(2)(b)(B). A Commissioner must announce an actual conflict of interest on each occasion when the matter giving rise to the conflict of interest is discussed or debated.

**C. Exceptions to Conflicts of Interest**

The conflict of interest requirements do not apply when the pecuniary benefit or detriment will affect to the same degree a class of entities or individuals that includes a Commissioner, a relative of a Commissioner, or a business with which the Commissioner or a relative of the Commission is engaged, is a member of, or is associated. The Commissioner is to contact the Oregon Government Ethics Commission to determine whether the class exemption exists in that particular situation. (ORS 244.020(12)(b)).

**PART V. COMMISSION MEETINGS**

**Section 25. Preparation for Meetings**

**A. Preparation of Agenda**

The Port Manager will draft the Agenda after conferring with the President. Any Commissioner may submit a request to the President or Port Manager for an item to be added to the agenda no later than seven days before a scheduled meeting.

**B. Distribution of Materials to Commissioners**

The Agenda, Port Manager’s Report, updated financial reports and other materials related to Commission business will be given to each Commissioner at least five (5) days prior to any regularly scheduled Commission meeting. The Port will attempt to distribute materials electronically or digitally to conserve resources. At the same time, the Port Manager will provide members detailed information relative to the Agenda, including references to existing policy pertinent to Agenda items.

**C. Anonymous Communications**

Anonymous and unsigned communications will not be introduced in commission meetings or included in the board packet and record.

**D. Distribution of Agenda to the Public**

The proposed Agenda will be distributed via email to all Port offices and other facilities, local and other news media, and posted at the required locations convenient for review by Port personnel and the public.

**Section 26. Order of Business.**

The Order of Business may be modified from time to time at the discretion of the President, as necessary. The following order will be generally observed:

**A. Tentative Agenda**

1. Call Meeting to Order
2. Public Comments
3. Approval of Agenda and Minutes – Consent Items
4. Approval Financial Reports and Staff Reports
5. Action Items

6. Information Items
7. Commissioner Comments
8. Calendar – Next Regular Meeting Date
9. Adjournment

#### **B. Consent Items**

1. The purpose of the consent items is to expedite regular Commission meetings by grouping routine or uncontested items of business so that they may be approved by a single motion. The consent items may include any or all of the matters on the regular agenda. The Commission, by consensus, may add any item of business on the regular agenda to the consent items. Any Commissioner may remove any item from the proposed consent items for consideration during Action Items. Revisions or corrections to meeting minutes will be considered first, prior to voting on and without removing these items from the consent items. The remaining items on the consent items may then be considered for action by a single vote. A vote in favor of or opposition to the consent items is considered to be a vote on each of the individual items.
2. Consent items may not include action items related to Ordinance adoption.
3. If the consent item is used, public comment will be scheduled in advance of the consent item agenda.
4. The consent item will be considered prior to correspondence and presentations.

### **Section 27. Notice and Location of Meetings**

#### **A. Application**

This policy applies to all meetings of the Board of Commissioners, and to any meetings of committees or advisory groups appointed by the Commission if such committees or advisory groups normally have a quorum requirement, take votes, and form recommendations as a body for presentation to the Commission.

#### **B. Location of Meetings.**

All meetings must be held within the geographic boundaries of the Port District, except for training sessions held without any deliberative action. No meeting may be held in any place where discrimination on the basis of race, creed, color, sex, age, national origin or disability is practiced. All meetings must be held in ADA compliant facilities.

#### **C. Meetings Held by Telephone or E-Mail**

The Commission must refrain from e-mail exchanges or conference calls between a quorum of the Commission that may trigger public meeting rules. A series of one-on-one conversations between members of the Commission with the intent to discuss a vote or the outcome of a vote (a “serial” or “shuttle” meeting) could be considered an improperly noticed meeting and should be avoided.

#### **D. Regular Meetings**

Regular meetings of the Commission will be held monthly on the third Tuesday of each month. Such meetings will be held at the Port of Brookings Harbor’s Meeting Room at 6:00 p.m., or at such other location or time as designated in a resolution adopted by the Port Commission.

#### **E. Special Meetings**

The Commission may hold special meetings at the request of the President or any three members of the Commission. If the President is absent from the Port District, special Commission meetings

may be held at the request of the Vice-President. No special meeting may be held upon less than 24 hours' public notice.

**F. Work Sessions**

Work sessions may be called by the President or by any three members of the Commission. Notices of work sessions will be given and minutes taken the same as with special meetings. Work sessions may be held for the purpose of discussing port business that requires more time and exploration than a regular meeting would allow. Final decisions may not be made at a work session. However, a workshop may be held in conjunction with a regular or special meeting where a final decision may be made.

**G. Emergency Meetings**

Emergency meetings of the Commission may be held upon a call of the President or any three members of the Commission and require as much notice as possible under the circumstances. The minutes of the meetings must reflect the reason for the emergency meeting and explain why less than 24 hours' notice was given. Only such matters as pertain to the emergency may be discussed at such a meeting. Final action may be taken at an emergency meeting.

**H. Executive Sessions**

The President or any two members of the Commission may call an executive session. Only commissioners and persons specifically invited by a majority of the commission will be allowed to attend executive sessions. Any person present may not disclose any matter discussed during executive sessions during such session. Public notice must be given in the same manner as for regular, special and emergency meetings, except that the notice need only indicate the general subject matter to be considered by citing the statutory basis for call the executive session. The commission may not take any votes nor make any final decisions while in an executive session. (ORS 192.660(6)).

**I. Notice of Meetings**

1. The proposed Agenda will be distributed to all Port Commissioners and personnel, local and other news media, and posted at the required locations convenient for review by the public.
2. Notice of the time, place, and principal subjects to be considered will be given for all meetings. For regular meetings, the notice will be in the form of an agenda, which will be given to all Commissioners, local media, and to all persons or other media representatives having requested notice in writing of every meeting.
3. The agenda may be published in the local newspaper and will be on the Port's website.
4. E-mailed notice will also be sent to any persons whom the Port knows may have a special interest in a particular action, unless such notification would be unduly burdensome or expensive. For special meetings, notices will be issued or phone calls made to local media; and interested persons will be notified by e-mail or telephone. For emergency meetings, the Port will attempt to contact local media and other interested persons by telephone to inform them of the meeting. The Port will attempt to distribute Agendas and Notices via e-mail or the Port's website when possible.

**J. Social Gatherings, Public Functions and Training**

Gatherings or other functions in which the purpose is not to discuss business items or to receive background information on a potential future business item are not covered by Public Meeting Law. However, Commissioners should be warned that if during the course of the gathering a quorum of the Commission were to deliberate on a matter that would lead to a violation.

### **Section 28. Quorum.**

Three members constitute a quorum of the Commission. If only a quorum is present, a unanimous vote will be required to take action, unless otherwise specified by State law. A lesser number may meet and adjourn from time to time and compel the attendance of absent members.

### **Section 29. Roster**

The Clerk of the Commission is to request that all members of the public sign a public roster indicating agenda items of interest and affiliations. The roster will become part of the public record.

### **Section 30. Minutes of Meetings**

#### **A. Minutes of Public Sessions**

The Commission must keep and approve written minutes of all of its meetings in accordance with the requirements of ORS 192.650. Minutes will be signed by the Secretary-Treasurer and codified within a book intended for such purpose. Minutes of public meetings must include at least the following information:

1. All members of the Commission present;
2. All motions, proposals, resolutions, orders, ordinances and measures proposed and their disposition;
3. Results of all votes, including the vote of each member by name unless unanimous;
4. The substance of any discussion on any matter; and
5. A reference to any document discussed at the meeting.

#### **B. Minutes of Executive Sessions**

Minutes of executive sessions must be kept separately from minutes of public meetings. Minutes of executive sessions may be kept either in writing, in the same manner as minutes of public sessions, or by tape recording. If minutes of an executive session are kept by tape recording, written minutes are not required, unless otherwise provided by law. (ORS 192.650(2)).

#### **C. Disclosure of Executive Session Matters.**

If disclosure of material in the executive session minutes would be inconsistent with the purpose for which the executive session was held, the material may be withheld from disclosure. No executive session minutes may be disclosed without prior authorization of the Commission. (ORS 192.650(2)).

#### **D. Amendments to Minutes**

Additions and corrections to minutes must be identified in the minutes of the meeting in which the additions and corrections were approved.

#### **E. Retention**

Officially approved minutes, resolutions, ordinances and a meeting packet will be retained indefinitely as part of the public record. (OAR 166-150-0005).

#### **F. Availability to the Public**

Draft and approved minutes of public meetings will be made available to the public within a reasonable time after the meeting. Every attempt will be made to post minutes to the Port's website to increase public access. (ORS 192.650(1)).

## **PART VI: RULES OF ORDER**

**Section 31. Purpose**

The rules of order should be liberally construed and Commissioners should avoid invoking the finer points of parliamentary procedure when such points serve only to obscure the issues before the Commission as a whole and confuse the audience at public meetings and the citizens in general.

**Section 32. Presiding Officer**

The President will preside at Commission meetings. In the President's absence, the Vice President will preside. If both the President and Vice President are absent, the Commissioners in attendance must select one of them to preside.

**Section 33. Convening the Meeting**

At or near the time appointed, the Presiding Officer is to immediately call the meeting to order. The Clerk of the Commission is to enter in the meeting minutes the names of the Commissioners present.

**Section 34. Recognition**

Every Commissioner, staff member and member of the public are to refrain from discussion until recognized by the Presiding Officer. The Presiding Officer reserves the right to lessen recognition requirements to encourage communication as long as the Clerk of the Commission can adequately record the proceedings.

**Section 35. Changes to the Agenda**

A request to add a business item to the agenda or to otherwise consider a special order of business may be requested by any Commissioner, but will require a majority concurrence of the members present.

**Section 36. Public Comment****A. Generally.**

Any member of the general public wishing to address the Commission on a matter of public concern may do so at the time set for public comment during each regular meeting. Public comment will be limited to three minutes per person. The Commission, in its sole discretion, may extend this time, or may request further information be presented to the Commission at a later date.

**B. Complaints and Suggestions to the Commission.**

When any citizen brings a complaint before or makes a suggestion to the Commission, other than for items already on the agenda, the President will first determine whether the issue is legislative or administrative in nature and then:

1. If legislative, and a complaint about the letter or intent of the legislative acts or suggestions for changes to such acts, and if the commission finds such complaint suggests a change to an ordinance or resolution of the Port, the Commission may refer the matter to staff for study and recommendation.
2. If administrative, and a complaint regarding staff performance, administrative execution or interpretation of legislative policy, or administrative policy within the authority of Port personnel, the President will then refer the complaint directly to the Port Manager for review, if the complaint has not already been reviewed. The commission may direct the Port Manager to report to the Commission when the review has been made. In a complaint against the Port Manager, the President may investigate and report back to the Commission at a later date.

**Section 37. Statement of Conflict of Interest/Ex Parte Contact**



If a Commissioner has a question as to whether he or she has a conflict of interest on a matter coming before the Commission, he or she should contact Port Counsel for further analysis. If a Commissioner has a potential conflict of interest, then prior to taking any action thereon, he or she shall publicly announce the nature of the potential conflict. If a Commissioner has an actual conflict of interest, then he or she must publicly announce the nature of the conflict and recuse himself or herself from any discussion, debate or vote on the matter. (ORS 244.120). Any disclosure of a potential or actual conflict of interest shall be recorded in the meeting minutes. (ORS 244.130). . In the event any member of the Commission has had any ex parte contact regarding a matter, the member shall identify the contact and the substance of the contact prior to participating in any vote on the matter.

### **Section 38. Forms of Action**

A motion is a procedural device to place a matter before the Commission for consideration and action. Each form of action listed below (except consensus) must be initiated by motion and be recorded in the official minutes kept for such purpose.

#### **A. Ordinances**

Ordinances have the force of law. They are generally used to enact rules and regulations that apply to residents or customers of the Port, and can be enforced by the Commission or by local law enforcement personnel. Adoption of ordinances is subject to statutory adoption procedures found in ORS 198.510 to 198.600. Except under emergency provisions, ordinances must be available for the public to comment on in two consecutive meetings. Ordinances are to be numbered consecutively without regard to year, signed by the President, attested by the Secretary-Treasurer, codified within a book intended for such purpose and a copy sent to the County Clerk.

#### **B. Resolutions**

Resolutions are used to establish policy, express a position of the Commission (often associated with a grant or agreement), form committees, incur debt, create rules and policies required by ordinance, set fees and create the budget. Many resolutions are updated annually or more frequently than would be required by an ordinance. Resolutions may be passed at a single meeting. Resolutions are to be numbered first by year and secondly in the order adopted within the year, signed by the President, attested by the Secretary-Treasurer and codified within a book intended for such purpose.

#### **C. Routine Decisions**

Routine decisions, decisions of an administrative nature, and other procedural matters may be decided by a simple vote of the Commissioners, which is recorded in the minutes.

#### **D. Consensus**

Minor questions of clarification, interpretation, implementation or procedure may be determined by a consensus of the Commission without motion. Consensus shall be used sparingly and not for determining business matters in front of the Commission.

### **Section 39. Motions**

- A. The Presiding Officer will entertain motions from the Commission, though the Presiding Officer may ask for a staff report in advance to suggest a recommended motion along with background material.

- B. No motion may be debated until it has been seconded and announced by the Presiding Officer. Before debate, the Clerk of the Commission may ensure the accuracy of the motion for the minutes.
- C. If a motion does not receive a second, then the issue is not considered. The Presiding Officer must allow an opportunity for the motion to be rephrased or otherwise discussed before moving on to the next business item.
- D. A motion may not be withdrawn without the consent of the Commissioner seconding it.
- E. If during discussion, the originator of the motion and the Commissioner seconding it agree, a friendly amendment may be moved forward.

**Section 40. Debate**

- A. Any Commissioner who has the floor must confine his or her comments to the question under debate and refrain from impugning the motives of any member argument or vote.
- B. Commissioners must limit their remarks on a subject to five minutes unless granted additional time by the majority of the Commission. No Commissioner will be allowed to speak more than once upon any one subject, until every other member choosing to speak thereon has spoken.
- C. Commissioners, once recognized, are not to be interrupted while speaking, unless called to order by the Presiding Officer, or unless a Commissioner raises a point of order while he or she is speaking, in which case, he or she must cease speaking immediately until the point is determined. Points of order focus on whether the rules are being followed or in the case of this section, which a Commissioner finds the speaker in violation of this Section. If ruled to be in order, he or she will be permitted to proceed; if ruled to be out of order, he or she must remain silent or alter his or her remarks as to comply with the ruling.
- D. Commissioners desiring to question the administrative staff must address his or her question to the Presiding Officer, who will be entitled to either answer the question or designate a staff member for that purpose.
- E. Citizens desiring to address the Commission must first be recognized by the Presiding Officer and are to limit remarks to the question then under discussion. All remarks and questions are to be addressed to the Commission as a whole and not to any individual Commissioner thereof. The Presiding Officer has full authority to allow or disallow public comments during debate.

**F. Subsidiary Motions**

When a question is before the commission, no motion shall be entertained except:

1. to postpone indefinitely (dispose the question without a vote);
2. to amend (make changes to the question);
3. to refer (establish a committee to further review);
4. to postpone (consider the question at a later time);
5. for the previous question (end discussion and vote);

These motions have precedence in the order listed. Any such motion, except a motion to amend, must be put to a vote without debate.

**Section 41. Voting**

**A. Votes Made Public**

Upon conclusion of discussion or when the previous question has been called for, the President will ask for Commissioners votes. After a vote has been taken, the presiding officer will announce the results of the vote. Modifications to this policy are allowed, but all individual votes must be made public and entered into the minutes.

**B. Voting Required**

When the vote has been called for, every present Commissioner has a duty indicate his or her vote, unless the Commissioner has recused himself or herself due to an actual conflict of interest... No Commissioner may vote by proxy.

**C. Minimum Votes Required**

The passage of any motion will require the affirmative vote of at least a quorum of the whole Commission, unless otherwise specifically provided by State law.

**Section 42. Recess**

The President may call a recess of a meeting for a specified time whenever it appears, in the opinion of the President, that a meeting will be unusually long or that a recess would be beneficial for other reasons. A recess may be called during debate or at any other time during the meeting.

**Section 43. Adjournment**

The meeting may be adjourned by decision of the President, a majority vote of the Commission, or as a result of the loss of a quorum. The time of adjournment is to be announced and recorded in the minutes.

**PART VII. ADMINISTRATIVE PROVISIONS**

**Section 44. Amendment.**

These bylaws may be amended by resolution.

**Section 45. Codify**

Staff is directed to organize these bylaws and potential future amendments to these bylaws into a generally accepted professional format for public use and viewing.

**Section 46. Repeal.**

Previously adopted policies that conflict with these bylaws are hereby repealed.

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**BYLAWS FOR THE PORT OF BROOKINGS HARBOR  
BOARD OF COMMISSIONERS**

**APPENDIX A**

**AMENDMENTS TO THE BYLAWS**

RES. NO.	WORKING TITLE	ADOPTION
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## APPENDIX B

### RESOLUTIONS SUPPORTING BYLAWS

#### PERSONNEL RULES

Res. No.	Topic	Adoption
476	Port Manager's Annual Performance Evaluation .....	May 17, 2016
531	Port Employee Handbook.....	January 28, 2020

#### FORM COMMITTEES

Res. No.	Topic	Adoption
.....	.....	.....
No current standing committees besides budget committee		

#### FINANCIAL/PAYMENT OF BILLS

Res. No.	Topic	Adoption
534	Financial Management Policy.....	January 28, 2020

#### NAMING REGISTERED AGENT/BUSINESS OFFICE

Res. No.	Topic	Adoption
501	Appointment of Registered Agent.....	January 15, 2019

#### MANAGEMENT OF PUBLIC PROPERTY

Res. No.	Topic	Adoption
.....	.....	.....

#### PUBLIC CONTRACTING RULES

Res. No.	Topic	Adoption
368	Public Contracting Rules.....	March 21, 2005
370	Public Contracting Rules Amendment.....	March 21, 2005
484	Section 12 Personal Services Amendment.....	December 13, 2017
525-B	Section 4 Delegation Amendment.....	September 24, 2019

#### PUBLIC RECORDS RULES

Res. No.	Topic	Adoption
536	Public Records Policy.....	February 20, 2020