

**RESOLUTION NO. 1151 (2020)**

A Resolution amending and restating Resolution No. 1145 establishing procedural rules for the transaction of Port Commission business.

**WHEREAS**, the previous resolution adopted by the Port Commission for the transaction of business by the Port Commission was Resolution No. 1145 adopted earlier in 2020; and,

**WHEREAS**, the Port Commission has determined to update rules for transacting business to reflect its current policies and practices as well as to allow for procedural practices that have become necessary due to COVID-19.

**NOW, THEREFORE, BE IT RESOLVED BY THE PORT COMMISSION OF THE PORT OF EVERETT** as follows:

**1. General**

The Port Commission is the legally constituted governing body of the Port of Everett. As the governing body of a special purpose municipal corporation, it is charged with the responsibility of fulfilling legislatively mandated purposes and objectives by exercising those powers which are expressly granted to it by statute as well as the powers necessarily implied in the powers expressly granted. These rules shall constitute the rules governing the transaction of business by the duly elected Port Commission.

**2. Duties and Responsibilities of the Commission**

The Commission shall carry out its duties and responsibilities as required under law including, without limitation:

- a. Selection of an Executive Director to implement Port policies and objectives and to administer and operate the Port based on the delegation of administrative authority as adopted in the delegation of authority resolution, as amended from time to time. RCW 53.12.270. The Commission shall set the salary of the Executive Director and conduct an annual performance evaluation of the Executive Director. The Port Commission shall have the discretion in determining the pay of the Executive Director. RCW 53.08.170. The Commission and the Executive Director shall agree on the Executive Director's goals and objectives on an annual basis. *Id.*
- b. Appoint the Port Auditor. RCW 53.36.010.
- c. Appoint Port Legal Counsel. RCW 53.08.170; AGO 59-60 No. 51.
- d. Approve and, if necessary, amend the annual budget of the Port of Everett and set the amount of the annual tax levy, if applicable, for each calendar year. Chapters 53.35 and 53.36 RCW.
- e. Establish the degree to which the Port will use the governmental powers of taxation and/or eminent domain. Chapter 53.36 RCW; RCW 53.08.020.
- f. Establish financial policies, including capital formation and debt issuance.

- g. Determine the types and extent of activities in which the Port will engage. RCW 53.08.047.
- h. Identify short and long-term business strategies for enhancement of maritime, real estate development and marina business activities, as well as other activities in which the Port might engage. RCW 53.08.047.
- i. Approve labor agreements. RCW 53.18.020.
- j. Establish Port positions on significant governmental legislation. RCW 53.08.047.
- k. Delegate personnel administration to the Executive Director. RCW 53.12.270; RCW 53.08.170
- l. Establish policies, overall direction and long-term objectives for the Port. RCW 53.08.047.
- m. Perform other necessary functions, as required. RCW 53.08.047.

### **3. Organization of the Commission**

- a. The Commission shall elect new officers at the first meeting of each calendar year. An officer's term shall run for one (1) year beginning when elected or until a successor is elected. However, whenever vacancies arise, the vacancy may be filled at any regular or special meeting of the Commission.
- b. The Commission shall elect a President, Vice President and Secretary from its members. During the temporary absence of any Commission officer, the Commission may designate another member to temporarily assume the duties of the absent officer and act in the capacity during the absence. If a Commissioner's absence is lengthy due to a disability or the inability to serve, the Commission may appoint a member to the position held by the absent officer. Under circumstances where a Commission member is unable to serve his/her office for a period of time, a Commission member may hold more than one office.
- c. The President of the Commission shall be responsible for overseeing the agenda for Port Commission meetings. Any Commissioner desiring to have any issue, project, commitment of resources or other matter considered by the Commission at a Port Commission meeting, shall submit such matter to the President and may have such item placed on an agenda of the Commission at a meeting reasonably promptly following submission of the item to the President of the Commission.
- d. The President of the Commission shall be the spokesperson of the Commission in expressing a view held jointly by the Port Commission unless another spokesperson shall be delegated. However, an individual Commissioner shall have the right to voice personal opinions differing from decisions taken or under review by the Port Commission as a whole as long as the views are stated to be personal opinions.

- e. All actions taken by the Commission at a Commission meeting shall be by motion or resolution. A record of the proceedings shall be recorded in the minutes.
- f. In the event of a vacancy in the office of a Port Commissioner, the vacancy shall be filled according to the manner specified by law.
- g. The Commission may, from time to time, establish such Standing Committees as are necessary to conduct specialized work. The composition of the Standing Committee shall be determined by the President of the Commission. The Commission may form temporary committees whose mandate shall be defined in the motion creating the temporary committee.

#### **4. Duties of Officers**

- a. The President shall preside at all public meetings of the Commission and at Executive Sessions of the Commission and shall sign all documents on behalf of the Commission as authorized by the Commission. Where documents require the signatures of the other Commissioners, those documents shall be signed by the President and the other Commissioners. The President shall perform all such other duties that are incident to the Office or are properly required by the Commission. The President shall authorize the issuance of notices of regular and special meetings of the Commission.
- b. The Vice President shall, during the absence or disability of the President, exercise all the functions of the President. In addition, the Vice President shall have such powers and discharge such duties as may be assigned from time to time by the Commission.
- c. The Secretary shall ensure that the recording of the minutes by the Port of Everett Commission Staff is carried out. The Secretary shall also ensure that the Port of Everett Commission Staff retain a record of all motions and resolutions adopted by the Commission and shall supervise the safe keeping of the seal and minute books and shall otherwise perform such further duties as are incident to the office and as properly required by the Commission.
- 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.

#### **5. Meetings/Rules of Procedure**

- a. Regular meetings, special meetings and executive sessions will be conducted in compliance with the Open Public Meetings Act, Chapter 42.30 RCW. By separate resolution, the location and regular time of the regular Port Commission meetings shall be specified.
- b. A Commissioner or more than one Commissioner may seek permission to attend and participate in a commission meeting utilizing telephone or via other electronic means (e.g., video teleconferencing facilities) ("Remote Participation"). Remote Participation by a Commissioner(s) shall occur under the following circumstances:

- i. The Commission President, or Vice President in the absence of the Commission President, may determine that circumstances justify that all Commissioners shall attend and participate in a commission meeting by Remote Participation.
  - ii. The requesting Commissioner shall request Remote Participation and notify the Commission President, or Vice President in the case where the requesting Commissioner is the President, specifying the conditions under which he/she will be out of the Port District or physically incapable of attending the Commission meeting. The decision to allow such participation in the meeting shall be discretionary with the Commission President or Vice President who will be presiding at the meeting and such decision is not subject to review.
  - iii. The telephone conferencing equipment will allow members of the public present at the meeting, the official minute recording Staff person, the recording system and the Commissioners to adequately hear the discussion, comments and any voting by the Commissioner attending through Remote Participation.
- c. The Port of Everett shall generally adhere to Robert's Rules of Order. In the case of a point of order being raised, the Port Attorney shall serve as Parliamentarian.

#### **6. Order of Business**

The order of business at the Port Commission meeting will be established by the Port Commission President and set forth on the agenda.

#### **7. Motions**

- a. The Commission shall transact its business by motion which may be made by any Commissioner in attendance or participating through telephonic conference, when authorized.
- b. Voting on all motions shall be "yes", "no" or "abstain".
- c. Concurrence of two (2) Commissioners shall be necessary and shall be sufficient for the passage of any motion.

#### **8. Resolutions**

- a. All matters, which in the judgment in the Commission are of a legislative character, shall be in the form of resolutions. A resolution may be passed with the consent of two (2) Commissioners voting in favor.
- b. Voting on resolutions shall be by "yes", "no" or "abstain".
- c. Resolutions shall be numbered consecutively, including the year of adoption, and the original copy of each resolution shall be duly authenticated in open session by the signature of the Commissioners voting in its favor. Each resolution shall be filed by the Secretary and shall be recorded in a book or books kept for such purpose which shall be public records.

**9. Minutes**

- a. All proceedings of the Commission shall be recorded in a book or books kept for such purpose. All proceedings of the Commission shall be public records.
- b. When the Commission has approved the minutes of a meeting, the minutes as approved shall represent the sole, final and considered determinations of the Commission as to the motions and resolutions set forth therein, superseding all statements made by the Commissioners at the meeting.

**10. Miscellaneous**

These rules are not intended to limit the substantive authority of the Port Commission. To the extent that these rules do not address a circumstance that may arise, the Port Commission shall have authority to act within its powers, express and implied.

**11. Supersedure of Prior Resolutions/Future Amendment**

This resolution supersedes prior resolutions concerning transaction of business of the Commission including, without limitation, Resolution No. 1116 (2019), and prospectively, this resolution may be amended by future action of the Commission.

**ADOPTED** by the Port Commission of the Port of Everett on the 24<sup>th</sup> day of March, 2020.

**EVERETT PORT COMMISSION**

By \_\_\_\_\_  
DocuSigned by:  
*Glen Bachman*  
Glen Bachman, President

By \_\_\_\_\_  
*Tom M. Stiger*  
Tom Stiger, Vice President

By \_\_\_\_\_  
*David Simpson*  
David Simpson, Secretary