

**PORT OF GRAPEVIEW  
BY-LAWS**

Adopted: 9/1993

**Amended:** 12/1993; 4/1994; 9/1995; 5/1996; 7/1999; 7/2000; 11/2003; 8/2004; 2/2007; 10/2009; 5/2011;  
6/2013 by Resolution 2013-01;

**Article I**

**Preamble**

These By-laws constitute the rules governing the transaction of business by the duly elected Port Commission. The most current edition of Robert's Rules of Order have also been adopted to determine the conduct of regular, special, executive sessions, work sessions and public hearings.

**Article II**

**Organization of the Commission**

1. The Commission shall organize by election from its own members a Chair, Secretary/Information Officer, Financial Officer and Legal Contact as provided in Article III, Section 5. All proceedings of the Commission shall be by motion or resolution recorded in a book or books kept for such purpose, which shall be public records.
2. Beginning in January of every election year, the Chair shall serve during the last two (2) years of their six (6) year term, the Financial Officer the will serve during their mid two (2) years and the Secretary will serve in the their first two (2) years on the Commission, except as provided for in Article II, Section 3. Vacancies in an office arising from any cause may be filled at any regular or special meeting of the Commission.
3. In the first year of a never before elected Commissioner, they shall not perform any duties as an Officer of the Commission, except as provided in Article III, Section 5. This is a time for learning their duties as to their oath of office and their future role as an Officer.
4. In the event of a vacancy in the office of Port Commissioner by death, written resignation or otherwise, such vacancy shall be filled at the next general election, the vacancy in the interim to be filled by appointment by a majority of the remaining Commissioners within sixty (60) days of the creation of such vacancy. If there shall be at the same time such number of vacancies that there are not in office a majority of the full number of Commissioners fixed by law, the Mason County Board of Commissioners shall within thirty (30) days of such vacancies appoint the number of Commissioners necessary to provide a majority. The Commissioners thus appointed shall then within sixty (60) days of their appointment meet and appoint the number of Commissioners needed to complete the Commission ad interim through the next general election as provided for in R C W 53.12.150.
5. The Commission may, from time to time, establish such Standing Committees as are necessary to conduct its more specialized work. The composition of Standing Committees shall be determined by the Commission Chairperson. To remain in compliance with the Open Public Meeting Act (RCW 42.30), only one Port Commissioner may be a member of a Standing Committee.
6. The Commission shall abide by the Commission Working Rules and Operating Procedures set forth herein and are incorporated into these Bylaws by this reference.

**ARTICLE III**

**Duties of Officers**

1. The Chair shall preside at all public meetings of the Commission and at Executive Sessions of the Commission, and shall perform all such duties as are incident to the office or are properly required by the Commission. The Chair shall authorize the issuance of notices for regular and special meetings and work sessions of the Commission as provided in ARTICLE IV hereof. In addition, notices for a special meeting may be issued by any of two Commissioners.

2. The Secretary shall supervise the recording of the minutes by their own actions or that of the staff of the Port. The Secretary shall also supervise the retaining of a record of all motions and resolutions adopted by the Commission, and shall supervise the safekeeping of the seal and the minute books and shall otherwise perform such further duties as are incident to the office and as are properly required by the Commission. The Secretary shall also act as the Information Officer to be in compliance with RCW 42.56, the Public Records Act, and shall respond accordingly.
3. The Financial Officer's duties are to see that the financial records of the Port are accurate and in safe keeping. To make such financial records available for public viewing by appointment or in compliance of RCW 42.56, the Public Records Act, and shall respond accordingly. To prepare and deliver signed expense vouchers to the County Auditor's office with a copy retained by the Port for its records and deposit Port funds with the County Treasurer along with two (2) copies of the Transmittal form. Two (2) receipts will be required, one for Port records and the other for the Lease Tenants. To file, annually, the Port's B.A.R.S. report to the State Auditor's office as provided by law.
4. The Legal Contact for the Port is appointed by the body and shall act as the person who decides if an action or request of the Public shall be referred to the Port's attorney or referred to the Port's insurance carrier if time is of the essence. Otherwise, they may bring the matter to the Port Board.
5. The Commission may delegate to the Managing Official of a port district such administrative powers and duties of the commission as it may deem proper for the efficient and proper management of the port district operations. Any such delegation shall be authorized by appropriate resolution of the commission, which resolution must also establish guidelines and procedures for the managing official to follow (R.C.W. 53.12.270).
6. Personal Services Contract Manager, a State mandated position and the training by the State thereof. Any Commissioner may be appointed by the Board.
7. The Financial Officer shall preside in the absence of the Chair.
8. Any Commissioner who shall be appointed by Quorum 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.
9. All Commissioners or all of a Quorum of Commissioners shall sign the Minutes, Resolutions and each expense voucher. If staff prepares the minutes and or expense vouchers, they too, will sign.

## **ARTICLE IV**

### **MEETINGS**

1. Regular Meetings and Work Sessions: No additional notice shall be required for regular meetings and work sessions, the time and place of which are established by these Bylaws. Regular meetings of the Commission shall be held at 7:00 pm in the Grapeview Fire Station #31 on the third Tuesday of each month, provided, however, that if, in the event of an executive session is to be held, the regular meeting or work session shall immediately recess to an executive session, which shall be closed to the public. The open public meeting shall then reconvene within the estimated time announced to the public. If, at any time, any regular meeting or work session falls on a holiday, such regular meeting shall be held on the next business day, or, in the event of a lack of a meeting place, such regular meeting shall be canceled until the next regular meeting.
2. Special Meetings: Special public meetings may be called for at any time either by the Chair or by a majority of the Commissioners by delivering personally or by mail written notice to each Commissioner; and to the newspaper of general circulation. Such notice must be delivered personally or by mail at least twenty-four (24) hours before the time of such meeting, as specified in the notice. The call and notice shall specify the time and place of the meeting and the business to be transacted. Final disposition shall not be taken on any other matter at such meeting by the Commission.

Such written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the secretary of the Commission a Written waiver of notice. Such waiver may be given by telegram or facsimile transmittal. Such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The notices provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such a notice would make notice impractical and increase the likelihood of such injury or damage.

3. Regular and special meetings and work sessions shall be open and public except as otherwise provided by law.

4. Place of Meetings: Unless otherwise published in the same manner as provided hereinabove with respect to notice of special meetings, the regular meeting on the third Tuesday of each month and all special meetings and work sessions of the Commission shall be held at the Grapeview Fire Station #31, Grapeview WA. The place for holding such meetings may be changed by concurrence of a majority of the Commission. Public Hearings for additional taxation purposes (RCW 84.04.140 and 84.55.045 or 53.36.100) or Comprehensive Plans (as provided by the WA State G.M.A.) should be held at the Grapeview Fire Station #31 and at the Mason/Benson Community Club.

5. Executive Sessions: The Commission may meet in executive session which shall be closed to the public during a regular or special meeting or work session for all of the purposes permitted by the Open Public Meetings Act (RCW 42.30) and other laws, including, but not limited to, the following:

A) The consideration of matters affecting national security;

B) The selection of a site or the acquisition of real estate by lease or purchase, when public knowledge regarding such consideration would cause a likelihood of increased price;

C) The sale or lease of real estate when knowledge regarding such consideration would cause a likelihood of decreased price;

D) Review of negotiations on the performance of publicly-bid contracts when public knowledge would cause a likelihood of increased costs;

E) The appointment, employment, or dismissal of a public officer or employee; provided that final action setting the salary, discharging or disciplining an employee or interviewing or appointing a candidate to elective office shall be at an open public meeting;

F) The hearing of complaints or charges brought against such officer or employee unless such officer or employee requests a public hearing;

G) Commission planning or adopting the strategy or position to be by the Commission during the course of any collective bargaining, professional negotiations, grievance or mediation proceedings, or reviewing the proposals made in such negotiations or proceedings while in progress;

H) Communications with legal counsel respecting agency enforcement action, litigation or potential litigation to which the governing body, or a member acting in an official capacity is, or is likely to become, a party when public knowledge regarding the discussion would cause a likelihood of adverse legal or financial consequence.

6. Adjournment or Continuation to a Special Meeting: Shall be pursuant to notice as required bylaw.

7. Quorum: Two (2) Commissioners shall constitute a quorum. No action (as defined in RON 42.30.020) shall occur in the absence of a quorum. The Secretary will make a one page entry in the minutes stating that "No meeting took place, due to the lack of a quorum." The date of which shall be as that of the scheduled meeting.

8. Absences: Any absence by a Commissioner from a meeting because of attendance to other Port business shall be so recorded in the minutes of the meeting, provided for in ARTICLE VIII, and any such absence shall be automatically excused by the Commission.

9. Cancellation of Meeting: Any regular or special meeting or work session may be canceled by the Chair. The Chair shall advise the Commission by phone of such a cancellation.

## **ARTICLE V**

### **Order of Business**

The order of business at all meetings, except for work sessions, unless otherwise agreed to by the Commission at such meeting shall be:

1. Call to Order
2. Executive session (if necessary)\*
3. Approval of Minutes
4. Special order of Business
5. Unanimous Consent calendar\*\*
6. Lease Items
7. Old Business
8. New Business
9. Policy and Staff Briefings

*\* Following an Executive Session, the public meeting will be reconvened, and the Commission may consider items discussed in Executive Session.*

*\*\* Unless otherwise requested by a Commissioner, all items under the Unanimous Consent calendar will be considered as a single item.*

## **ARTICLE VI**

### **Motions**

1. Except as otherwise required by ARTICLE VII, the Commission shall transact its business by motion which may be made by any Commissioner in attendance, excluding the chair, who may second a motion. The chair may, however, pass the gavel to the next officer (ARTICLE III, Sec. 6) and make motions. After the vote, the chair may resume their duties as chair.
2. Voting on all motions shall be "yea" or "nay" unless a division is called by any Commissioner, in which case the Secretary, or acting Secretary, shall call the roll in district order and record the vote of each Commissioner present.
3. Concurrence of two (2) Commissioners shall be necessary and shall be sufficient for the passage of any motion.

## **ARTICLE VII**

### **Resolutions**

1. All matters, as required by State Law or which in the judgment of the Commission, are of a Legislative character shall be embodied in the form of resolutions. Such a resolution shall not be put on for final passage at the same meeting at which it is first introduced, except by unanimous consent of all the Commissioners. Said consent shall be given in person at that meeting. A resolution put on for final passage may be passed with the consent of two (2) Commissioners attending the meeting.
2. Voting on all resolutions shall be by "yea" and "nay" unless a division is called for by any Commissioner, in which case, the Secretary or acting Secretary shall call the role in district order and record the vote of each Commissioner present.
3. Resolutions shall be numbered consecutively and the original copy of each resolution shall be duly authenticated in open session by the signature of the Commissioners voting in its favor and by the seal of the Commission. Each resolution shall be filed by the Secretary and shall be recorded in the minutes books with the resolution number written on the inside jacket of that years minutes folder or book and further will be public records.

## **ARTICLE VIII**

### **Minutes and other records**

1. When the Commission has approved the minutes of a meeting in accordance with ARTICLE V, the minutes as approved shall represent the sole, final and considered determination of the Commission as to the motions and resolutions set forth therein, superseding all statement made by the Commissioners at the meeting.
2. All records of the Port will be kept at the Port's offices. If there is no office, the records shall be kept at the home of the Secretary or Managing Official. The records shall be available to the public after each meeting, by appointment or by set regular office hours.
3. The Port's records shall be kept in a fireproof cabinet until they are qualified to be transferred to the State Archives.

## **ARTICLE IX**

### **Annual Budget and Expenses**

1. The Port will maintain an Annual Budget, with certified copies delivered to the Mason County Auditor, Treasurer and Assessor's Offices. The Budget will be in its detailed and complete form.
2. Any Commissioner who wishes not to receive the allowed Per Diem will sign an written Waiver each year for the time period to which the waiver is in service. Said written Waiver will be filed with the County Auditor by the Port Secretary and a copy kept with the Port records.
3. Commissioners are entitled to reimbursement for mileage at the Federally allowed level and other expenses such as, but not limited to: telephone calls, travel and lodging, food (no alcoholic beverages) and supplies as needed to perform their duties for the Port as provided for in R.C.W.'s 5308.175 and 176.

## **ARTICLE X**

### **Comprehensive Plan**

1. The Port's Twenty Year Comprehensive Plan shall be updated every five (5) years.

## **ARTICLE XI**

### **Amendment of Bylaws**

1. These Bylaws may be amended by the Commission by resolution duly Adopted.