

BY-LAWS OF THE PORT OF TILLAMOOK BAY

BOARD OF COMMISSIONERS

(ADOPTED BY A MOTION OF THE BOARD AT ITS

REGULAR MONTHLY MEETING HELD ON OCTOBER 16, 2012)

ARTICLE I - NAME

The name of this commission shall be the Port of Tillamook Bay Board of Commissioners, herein after referred to as the Board.

ARTICLE II – AUTHORITY AND PURPOSE; MISSION STATEMENT

The object of this Board is to conform in every way to all applicable local, state and federal laws in its functioning and to execute the laws of the State of Oregon governing Port Districts. Oregon's ports are granted broad authority by the Oregon Legislative Authority to promote economic development within their local districts. The powers and functions of ports are delineated in Oregon Revised Statutes (ORS) Chapter 777, specifically ORS 777.080-777.725. The powers of ports, as Special Districts, are specified in ORS Chapter 198; and elections for Ports are specified in ORS Chapter 255.

MISSION STATEMENT: To promote a fiscally sustainable Port of Tillamook Bay that contributes to the economic health of the county through responsible management of Port assets, resources and capabilities.

ARTICLE III – OFFICIAL OFFICE

The Board shall maintain an official office for the conduct of business. The office schedule shall be approved by the Board and displayed for easy public viewing.

ARTICLE IV – OFFICIAL JOURNAL

The official journal of the Board shall be the Tillamook Headlight-Herald.

ARTICLE V - MEMBERSHIP OF THE BOARD

The power and authority given a port is vested in and shall be exercised with a board of five (5) commissioners, each of whom shall be an elector registered within the district.

Commissioners are elected during regular district elections each odd-numbered year (ORS 255.353).

The term of a commissioner is four (4) years (ORS 777.135(5)). The term of a commissioner elected at the regular district election shall commence on the first (1st) day of July next following the election, and that term shall expire on June 30th next following the regular district election at which a successor is elected (ORS 255.335(5)).

ARTICLE VI – VACANCIES

The Board shall formally declare a position vacant before the expiration of the term if the incumbent Commissioner:

- a. Dies, resigns or is removed from office.
- b. Ceases to be an elector of the district.
- c. Is convicted of an infamous crime, or any offense involving the violation of the oath of office.
- d. Refuses or neglects to take the oath of office, or to give or renew the official bona of the incumbent, or to deposit such oath or bond within the time prescribed by law.
- e. Incumbent Commissioner's election or appointment is declared void.
- f. Is found to be a person with a mental illness by the decision of a competent tribunal.
- g. Ceases to possess any other qualification required for election or appointment to such office.
- h. Is a member of, or is affiliated with, any organization which advocated the overthrow of the Government of the United States by force or violence.
- i. Is absent from four (4) or more consecutive regular meetings of the Board.

The vacancy shall be filled as provided by ORS 189.320 (ORS 777.135(6)).

ARTICLE VII - OFFICERS

Section 1. Elections

At least four (4) of five (5) Commissioners must be in attendance before an officer may be elected. The Board shall elect new officers within the Board of Commissioners at:

- The first Regular Meeting in July, on an annual basis.
- The elected officers shall be a President, Vice President, Secretary, and Treasurer. Nominations shall be made from the floor at the July meeting; and an election of officers shall follow immediately thereafter. The officers shall be elected by

voice or paper ballot. If there is one nomination for office, election may be by voice. A majority may elect officers.

- A candidate receiving a majority vote of the entire membership of the Board shall be declared elected, and shall serve for a term of one (1) year, with eligibility for reelection.
- Vacancies in an office arising from or by cause may be filled at any regular or special public meeting of the Board in accordance with ORS 777.135(6)

Section 2. Duties of Officers

The President shall preside at all public meetings of the Board and at Executive Sessions of the Board, and shall sign all Resolutions, Contracts, Leases and other instruments on behalf of the Board, unless otherwise provided by a decision of the Board. The President shall have the same right as other members of the Board to discuss and to vote on questions before the Board. The President shall perform all such other duties as are incident to his/her office or are properly required of him/her by the Board.

The Vice-President shall perform all the duties of the President in the President's absence.

The Secretary shall act for the President and Vice-President in their absence. The Secretary shall attest the signature of the Board Chair on all officially-approved documents. The Secretary shall authorize the issuance of notices for all regular and special public meetings and executive sessions of the Board, except that notice for an executive session of the Board may be decided any two Commissioners who may desire an executive session be held. The Secretary, also, shall make and retain Minutes of all meetings and shall retain a record of all motions and resolutions adopted by the Board, 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 are properly required of the Secretary by the Board. Upon majority approval of the Board, any or all of the above listed duties of the Secretary may be delegated to the General Manager of the Port District or another person, subject to the supervision and direction of the Secretary.

The Treasurer shall have such powers and duties as usual in accordance with the office as described in ORS 777.140 and shall act in the capacity of Acting Secretary when the Secretary is absent or unable to fulfill his/her duties.

ARTICLE VIII - MEETINGS

All meetings shall be open to the public. The Board reserves the right to recess into Executive Session as may be required at any time during any meeting, pursuant to the provisions of ORS 192.660.

Regular public meetings of the Board shall be held on the first Tuesday following the 15th day of each month. In the event of a conflict with a holiday or other event, the President may change the date of said meeting.

Special meetings may be called for any time either by the President, or by a majority of the Board.

Emergency meetings may be held at the request of persons entitled to call special meetings, in the case of an actual emergency, upon such notice as is appropriate to the circumstances, but the minutes for such a meeting shall describe the emergency justifying less than 24 hours' notice, as prescribed by ORS 192.640(3). Commissioners calling such meeting shall recite the reasons for calling such meeting; and the Board shall then determine if the reasons are sufficient to conduct an emergency meeting and, if not, shall immediately adjourn the meeting. Only business related to the emergency shall be conducted at an emergency meeting.

Executive Sessions may be called by the President or two members of the Board. Only Commissioners and persons specifically invited by the Board shall be allowed to attend Executive Sessions. Prior to entering into an Executive Session, the Board Chair shall read into the record the statutory authority for the Executive Session in accordance with ORS 192.660.

The time and place of regular meetings will be established by the By-laws and filed on or before July of each year for publication in the Tillamook Headlight-Herald in accordance with ORS 193.020. Notice of the time and place of special meetings will be given in accordance with ORS 192.640.

All regular and special meetings will be held at the Port of Tillamook Bay Main Offices, 4000 Blimp Boulevard, Tillamook, Oregon 97141 or at such other place designated by the President, subject to all notice requirements as provided by statute. All meetings will include an opportunity for public comment. The Board Chair shall have discretion as to how public comment is received.

In accordance with ORS 174.130, a majority of the Board shall constitute a quorum and be necessary for the transaction of Port business.

In the event of a potential conflict of interest on any matter being discussed before the Board, a Board member having a potential conflict of interest shall announce the nature of the potential conflict prior to participating in any discussion or debate or voting on the matter.

In the event of an actual conflict of interest on any matter being discussed before the Board, a Board member having an actual conflict of interest shall announce the nature of the actual conflict and refrain from participating in any discussion or debate on the issue out of which the actual conflict arises or from voting on the issue, unless the member's vote is necessary to meet a requirement of a minimum number of votes to take official action, in which case the member would be eligible to vote but not to participate in any discussion or debate on the issue out of which the actual conflict arises.

In the event of ex parte contact by a member of the Board on any matter being discussed before the Board, a Board member who has had any ex parte contact shall declare such ex parte contact prior to participating in any discussion or debate or voting on the matter. In disclosing any ex parte contact, it shall be discussed by the Board whether or not the ex parte contact may or may not involve a conflict of interest, and shall be administered as described above.

Voting may be roll call upon the request of a Commissioner. A record of the roll call vote shall be kept as part of the meeting Minutes.

For purposes of voting, an abstention is neither an affirmative vote nor a negative vote on any matter before the Board. A Board member who abstains from voting is still counted towards the number of members required present for a quorum.

No member of the Board shall be represented by proxy.

The Board Chair may call a recess of a meeting at his/her discretion whenever it appears, in the opinion of the Board Chair, that a meeting will be unusually long or that a recess would be beneficial for other reasons.

The Board shall hold its Annual Business Matters meeting in July where the Election of Officers and other business matters decisions shall take place.

All meetings shall be adjourned, or continued, no later than three (3) hours from the beginning of the meeting, unless extended past that time by unanimous consent of the Board members present.

ARTICLE IX – POLICIES AND PROCEDURES

The Board shall adopt, by a majority vote of the entire Board, By-Laws, fiscal and administrative policies which govern the operation of the Port Board at any regular or special meeting. The General Manager shall give thirty (30) days' notice prior to proposed changes to the By-Laws.

Any action of the Board relative to personnel, administrative and fiscal matters shall be referenced in the Minutes according to the applicable policy and procedure.

In the absence of an applicable policy or procedure, the Board may take such action as is necessary for the operation of the Board by a majority vote. Such action shall become a policy or procedure of the Board.

Fiscal Year. The Fiscal Year for the Board shall commence on July 1 and end on June 30.

Annual Budget. Prior to the last regular meeting of the fiscal year, the General Manager or his/her designated representative shall submit to the Board a proposed operating budget for the upcoming year for review by the Board.

Matters involving the budget shall be handled in accordance with ORS Chapter 294.

Acceptance of Contributions. The Board may accept contributions from individuals, groups, corporations, foundations or any branch of government. Such contributions shall be regulated according to ORS.

Audit. A financial audit of the Port shall be done on an annual basis. The Treasurer, through the General Manager, shall ensure the preparation of an annual financial report which shall be presented to the Legislative Auditor pursuant to the provisions of ORS.

Special Committees. Special Committees may be formed as needed to address specific issues of interest to the Board. The President appoints all members to special committees.

Liaisons. With the approval of the majority of the Board, officers may be authorized to serve as a Board Liaison on committees, councils and boards of organizations other than the Port District. The General Manager may be appointed to participate in the work of such other committees, councils and boards; but the General Manager may not represent the Board on policy issues. Liaison assignments will be updated each year at the July meeting.

Reporting. The Chairman of a Special Committee, or a Liaison, will report to the Board on a regular basis.

Board Training. In order to effectively carry out their duties, Commissioners must be adequately informed. Commissioners are required to participate in an annual training program for public officials sanctioned by the Special Districts Association of Oregon, Oregon Public Ports Association, Oregon Government Ethics Commission and/or other similar organizations.

Individual Commissioner Contact with Port Legal Counsel. Individual Commissioners are prohibited from contacting Port Legal Counsel, without the express consent of the Board. Any Commissioner who violates this policy shall be required to reimburse the Port for any legal fees the Port incurs by virtue of that contact.

Leasing of Port Property. Matters involving the leasing of Port property shall be handed in the manner prescribed by the Port of Tillamook Bay's adopted Lease Policy.

Public Records. Matters involving public records of the Port of Tillamook Bay shall be handled in the manner prescribed by Port of Tillamook Bay Resolution 2009-2010 #2 Adopting Rules and Procedures for Access to Public Records.

Public Contracting. Matters involving public contracting shall be handled in the manner prescribed by Port of Tillamook Bay Resolution 2011-2012 #5 (Public Contracting Rules and Procedures).

ARTICLE X – ANNUAL REPORT

In accordance with ORS 777.140, Annual reports shall be made by the president, vice president, treasurer and secretary and filed with the board.

ARTICLE XI – ORDER OF BUSINESS

The Order of Business at regular public meetings of the Board shall be the following:

1. Call to Order; Recognition of Persons Present
2. Public Comment
3. Consent Agenda (Minutes and Financial Report)
4. General Business Update
5. Lease Orders (if any)
6. Committee Reports
7. Old Business
8. New Business (This Item is reserved for matters which individual Board Members have requested to bring before the Board for discussion.)
9. Communications
10. Commissioner Comments
11. Adjournment

The following statement shall be incorporated into each meeting agenda: “The Board reserves the right to recess into Executive Session as may be required at any time during a public meeting, pursuant to the provisions of ORS 192.660.”

The Order of Business may be modified from time to time at the discretion of the President, as necessary and without the need to amend these By-laws, in the ongoing transaction of Port business.

ARTICLE XII – MOTIONS, RESOLUTIONS AND MINUTES

Section 1. Motions

Except as provided herein under Section 2, Resolutions, the Board shall transact its business by motions, which may be made by any Commissioner in attendance including the President, and each motion shall require a second.

Concurrence of the majority of the persons holding office of Commissioner at the time of vote shall be necessary for the passage of any motion.

Section 2. Resolutions

All matters of a legislative policy character shall be embodied in the form of a resolution. A resolution may be put on for final adoption at the same meeting at which it is introduced.

Voting on resolutions shall be by voice and the Minutes shall record the vote of each Commissioner.

Resolutions shall be numbered consecutively and the original copy of each resolution shall be duly authenticated in open session by the signatures of the President and Secretary. Each resolution shall be filed in a book for such purpose, indexed and which shall be a public record.

Resolutions shall continue in force from year to year, and may be amended or repealed by a majority vote of the Board.

Section 3. Minutes

All proceedings of the Board shall be by motion, or resolution, recorded in the Minutes of the proceedings and filed in a book kept for such purpose, which shall be a public record. Minutes of Executive Sessions shall be maintained in either written or audio form.

Section 4. Retention

Meeting Minutes (which shall include a meeting packet for each meeting), Resolutions, and Ordinances shall be retained in accordance with Oregon Administrative Rule (OAR) 166 Division 150 County and Special District Retention Schedule.

ARTICLE XIII – PARLIAMENTARY AUTHORITY

The Port of Tillamook Bay Board of Commissioners Board Rules shall govern this Board in all cases to which they are applicable and in which they are not inconsistent with these by-laws or any special rules of order this Board may adopt.

ARTICLE XIV – AMENDMENTS

These by-laws and administrative and fiscal procedures of the Board may be amended by resolution at any regularly scheduled or special meeting, with thirty (30) days' prior notice to the Board.