

**BY-LAWS FOR THE PORT OF NEWPORT
BOARD OF COMMISSIONERS**



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600 SE Bay Blvd., Newport, OR 97365

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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 “By-laws for the Port of Newport Board of Commissioners” or simply as “By-laws”.

Section 2. Purpose. The primary duty and function of the Port of Newport Board of Commissioners is to establish policies for the governance of the Port. It is the policy of the Commission to delegate to the Executive Director 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 shall comply with all applicable federal, state and local laws and regulations. The Principal Act for Port Districts is found in Oregon Revised Statute (ORS) 777. If any policy, rule or portion thereof is found to conflict with any local, state, or federal law or regulation, such policy or portion as determined by the Executive Director shall be deemed void until further Commission action. It shall be the responsibility of all Port personnel to bring any such conflict to the Executive Director’s attention immediately upon discovery for consideration by the Commission.

Section 4. Compliance. All Port personnel shall comply with the policies adopted by the Commission. Any failure to comply shall 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 shall consist of five members serving four year staggered terms.
2. Each Commissioner is identified by a position number. Position numbers shall be transferred to the successors of each Commission position. Positions 1, 2 and 4 run concurrently. Positions 3 and 5 run concurrently.
3. All Commissioners shall serve at large.

B. Election of Commissioners. The election of Commissioners shall be conducted as provided by ORS chapter 777 and 255.

C. Qualifications. No person elected or appointed to the Commission shall be sworn in unless such person meets the qualifications for office set forth in this policy. If questions exist regarding the eligibility of any candidate, the Commission shall obtain an opinion from the Port’s legal counsel prior to swearing in such person. No person shall be eligible to be a Commissioner under the following circumstances:

1. Who, at the time of election or appointment, is not an elector of the Port district. (ORS 236.010(b))
2. Convicted of an infamous crime. (ORS 236.010(c))
3. Violation of Oath of Office. (ORS 236.010(c))

4. Affiliation with organizations advocating the overthrow of the government. (ORS 236.030)
5. An employee of the district. (ORS 198.115)

D. Oath of Office. Each newly elected or appointed Commissioner shall take an oath of office at a Commission meeting prior to assuming the duties of the position. The Justice of the Peace, or the Clerk of the Board, shall give the 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 shall start on July 1st following the Port of Newport’s regular election.

F. Vacancies.

1. *Occurrence.* The Commission shall formally declare a position vacant before the expiration of the term if an incumbent:

- a. dies, resigns or is removed;
- 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 bond of the incumbent, or to deposit such oath or bond within the time prescribed by law;
- e. incumbent’s election or appointment is declared void;
- f. ceases to possess any other qualification required for election or appointment to such office;
- g. is a member of, or affiliated with, any organization which advocates the overthrow of the Government of the United States by force or violence; or
- h. is absent from four or more consecutive regular meetings of the board. (ORS 777.135)

2. *Filling.* The Commission shall establish a policy for the filling of vacant Commission positions by resolution.

3. *Term.* An individual appointed to fill a vacancy must run for office at the next available regular district election. (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 shall 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 shall maintain continuing training in subsequent years. The budget shall include funds to train Commissioners. Commissioner education or training shall be codified in the Annual Report to the Commission. (ORS 777.140(2))

C. Represent Constituents. Represent the constituents of the Port District. 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 shall be limited to re-stating the Commission's position and not individual agendas. Official statements from the Commission shall be directed through the President with coordination with the Executive Director.

D. Formulation and Interpretation of Port Policy. The Commission shall establish and interpret policy, reserving to itself all authority and responsibility not expressly assigned to the Executive Director.

E. Select Officers/Compensation. The Commission shall select board officers, create personnel rules by resolution, create employment classifications and determine compensation and reimbursement amounts.

F. Form Committees. The Commission has the authority to form committees. Committees formed by the Commission shall conform to public meeting and records laws. Committee reports shall be given to the Commission on a monthly basis. Other than those required by state budget law, committees shall be formed by resolution. Committees shall be allowed to 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. Adhoc, 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 Newport is free from harassment at all times.

H. Strategic Business Planning. The Commission shall update its strategic business plan no later than every ten years 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 123-0025)

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 shall adopt a resolution for processing the payment of bills and the development of other financial policies.

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

K. Appointment/Removal of Executive Director.

1. The Commission confers chief executive authority to the Executive Director and any reference to the General Manager throughout the By-laws shall be modified to Executive Director. Specific duties of the office shall be created and amended by resolution. A resolution naming the Executive Director as the Port's registered agent shall 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 Executive Director. The Executive Director is responsible to the Port Commission.

3. A majority of the full Commission shall appoint and may remove the Executive Director.

4. When the Executive Director is temporarily unable to act as Executive Director, such as during vacation or sick days, the Deputy Director shall have the authority and duties of Executive Director, except that a Deputy Director may appoint or remove employees only with Commission approval. When the office of the Executive Director becomes vacant, the Commission shall appoint a Director Pro Tem that will take the authority and duties of the Executive Director. The Director Pro Tem may or may not be the Deputy Director. The Commission may at any time revoke the Executive Director's office authority from the Deputy Director or the Director Pro Tem.**

5. Upon a vacancy in the office, the Commission shall fill the position within six months. The Commission shall adopt a process for the appointment of the Executive Director by resolution.

6. No Commissioner shall directly or indirectly attempt to coerce the Executive Director or a candidate for the office of Executive Director in the supervision, appointment or removal of any employee, or in administrative decisions regarding the implementation of port policies.

7. The Commission shall review the Executive Director's work performance annually as set forth in the Port's personnel policy.

L. Approve all Contract, Agreements. The Commission shall approve all contracts and agreements including those which provide personal services such as legal, auditing, real estate or financial. Typically the Executive Director shall be authorized to sign on behalf of the Port, or the President in the absence of the Executive Director. The Commission shall 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 Executive Director 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 Executive Director 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 Port shall adopt a resolution that describes the procedures for management of public property.

Section 7. Commissioner Orientation

A. Cooperation with Commission Candidates. The Commission, through its Executive Director, shall 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 Executive Director shall assist each new member-elect and appointee to understand the Commission's functions, policies, and procedures before he/she takes office. The following methods shall be employed:

1. New Commissioners shall be invited to attend and participate as a member of the audience in public Commission meetings prior to being sworn in.
2. New Commissioners shall be invited to meet with the Executive Director to discuss services provided by the Port.
3. The Executive Director shall provide material pertinent to Port meetings and respond to questions regarding such material upon request.
4. The Executive Director shall provide access to each new Commissioner:
 - a. A current copy of the Port's Policy and Procedure Manual which shall include 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 Executive Director'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 Director deems appropriate.

Section 8. Reimbursements of Expenses

A. Commissioner Compensation, Travel Advancement and/or Reimbursement. Commissioners shall 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 shall submit proper documentation of such expenses on a signed form to the Executive Director for reimbursement or advancement by the Port. Payment shall 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 shall purchase crime coverage that addresses the fiduciary responsibility set forth in ORS 198.220 and the Port shall 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) All 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 shall adopt a Public Records resolution in accordance with ORS 192.440.

PART III. DUTIES OF COMMISSION OFFICERS

Section 14. Duties of the President.

A. The President of the Commission shall preside at meetings of the Board of Commissioners.

B. Shall consult with the Clerk of the Commission regarding the preparation of each Commission meeting agenda.

C. Shall have the same right as other members of the Commission to discuss and to vote on questions before the Commission.

D. May call Special Meetings of the Commission as described here forth.

E. Serve as Commission's media contact.

F. Shall sign official Port documents on behalf of the Commission when authorized to do so by a majority of the Commission.

G. Shall 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 shall, 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. Shall submit an annual report to the Commission. (ORS 777.140(2))

C. Shall 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 shall attest the signature of the President on all officially approved documents.

B. Ensure that minutes, documents and records created through public meetings are properly recorded and codified. These responsibilities shall be delegated to staff.

C. Ensure that the Commission maintains accounting and financial statements. These responsibilities shall be delegated to staff.

D. Shall meet annually with the Port's auditor.

E. 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. Shall have such other powers and duties as a majority of the Commission may from time to time determine.

C. If any office becomes vacant, the vacancy will be filled at the next regular meeting of the Commission following the process set forth in the Election of Commission Officers.

Section 18. Duties of the Clerk of the Commission.

A. Respond directly to routine correspondence.

- B. 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. Prepare for Commission Meetings.
 - 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. 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 shall elect a President, Vice President and Secretary-Treasurer. Unless otherwise determined by the Port Commission, the Clerk of the Commission shall be the Executive Director.

- A. The order of nominations shall 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 nomination, but may vote on the nomination.
 - 3. If the nominated Commissioner does not receive a majority, the sitting Commission President shall continue asking for nominations until the office is filled. If an office is unable to be filled, the sitting office holder shall 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. An alternative process is to elect a plank of officers. Commissioners not on the proposed plank shall nominate and second their nomination. All commissioners are eligible to vote for the plank.

5. 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(14))

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 for financial gains or to avoid financial detriment that would not otherwise be available but for the public official's holding of the official position or office for the public official, a relative or household member of the public official, or any business with which the public official or a relative or household member of the public official is association (ORS 244.020(15));

B. Using confidential information to further or attempt to 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. Promises of future employment based upon a specific vote, official action, or judgment of the public official;

D. Receipts 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 244.175(4); 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.

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 Executive Director 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 Executive Director.

Section 23. Financial Disclosure. Commissioners are required to file Statements of Economic Interest (SEI) annually (ORS 244.050(r)).

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 has the opportunity to participate in an action either individually or as part of the Commission that 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 *shall* 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 shall 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 Executive Director shall draft the Agenda after conferring with the President. Any Commissioner may submit a request to the President or Executive Director for an item to be added to the agenda no later than seven days before a scheduled meeting. The Agenda shall include the names and offices of the Commission and approximate the amount of time to be spent on each agenda item. The use of the consent calendar may be considered at this time.

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

C. Anonymous Communications. Anonymous and unsigned communications shall 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 simultaneously 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 shall be generally observed:

- A. The following order shall be generally observed:
 - 1. Call to Order
 - 2. Changes to the Agenda
 - 3. Approval of Minutes, Financial Reports and Paid Accounts
 - 4. Public Comment
 - 5. Correspondence, Presentations
 - 6. Old Business
 - 7. New Business
 - 8. Staff Reports
 - 9. Commissioner Reports
 - 10. Public Comment
 - 11. Calendar/Future Considerations
 - 12. Adjournment

B. Consent Calendar.

1. The purpose of the consent calendar is to expedite regular Commission meetings by grouping routine or uncontested items of business so that they may be approved by one motion. The consent calendar may include any or all of the items on the regular agenda. The President and Executive Director shall develop the consent calendar during preparation of the agenda. The Commission, by consensus, may add any item of business on the regular agenda to the consent calendar. Any Commissioner may remove any item from the proposed consent calendar for consideration during Old Business. Revisions or corrections to meeting minutes shall be considered first, prior to voting on and without removing these items from the consent calendar. The remaining items on the consent calendar may then be considered for action by a single vote. A vote in favor of or opposition to the consent calendar is considered to be a vote on each of the individual action items.

2. Consent calendars may not include action items related to Ordinance adoption.

3. If the consent calendar is used, public comment shall be scheduled in advance of the consent calendar agenda item.

4. The consent calendar shall 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 shall be held within the geographic boundaries of the Port District, except for training sessions held without any deliberative action. No meeting shall be held in any place where discrimination on the basis of race, creed, color, sex, age, national origin or disability is practiced. All meetings shall be held in places accessible to the handicapped.

C. Meetings Held by Telephone or E-Mail. The Commission shall 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.

D. Regular Meetings. The Commission shall hold one regular monthly meeting on the fourth Tuesday of each month. Such meetings shall be held at the Port of Newport’s Registered Business Office or other as stated by resolution at 6:00 p.m. or at such other places and times as the Commission may designate from time to time. (ORS 198.340(2))

E. Special Meetings. The Commission shall hold special meetings at the request of the President or any three members of the Commission. If the President is absent from the Port, special Commission meetings may be held at the request of the Vice-President. No special meeting shall 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 shall 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 shall be allowed to attend executive sessions. Any person present may disclose no matter discussed during executive sessions during such session. Notices shall 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 shall not take any votes nor make any final decisions while in executive sessions. (ORS 192.660(6))

I. Notice of Meetings.

1. The proposed Agenda will simultaneously 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 shall be given for all meetings. For regular meetings, the notice shall be in the form of an agenda, which shall 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 shall be published in the local newspaper and on the Port's website.

4. E-mailed notice shall 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 shall be issued or phone calls made to local media; and interested persons shall be notified by e-mail or telephone. For emergency meetings, the Port shall attempt to contact local media and other interested persons by telephone to inform them of the

meeting. The Port shall 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 shall constitute a quorum. If only a quorum is present, a unanimous vote shall be required to take final action unless otherwise allowed by policy. A lesser number may meet and adjourn from time to time and compel the attendance of absent members. The Commission reserves the right to modify the Quorum definition by resolution.

Section 29. Roster. The Clerk of the Commission shall require all members of the public to sign a public roster indicating agenda items of interest and affiliations. The roster shall be part of the public record.

Section 30. Minutes of Meetings

A. Written Minutes. The Commission shall keep and approve written minutes of all of its meetings in accordance with the requirements of ORS 192.650. Minutes shall be signed by the President, attested by the Secretary-Treasurer and codified within a book intended for such purpose. Minutes of public meetings shall 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. Written Notes Submitted to Record. The Clerk's written notes, used to develop the minutes, shall be submitted into the record. The Port shall refrain from recording meetings. All recordings of public meetings shall be submitted into the record.

C. Minutes of Executive Sessions. Minutes of executive sessions shall 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))

D. 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))

E. Amendments to Minutes. Additions and corrections to minutes shall be identified in the minutes of the meeting in which the additions and corrections were discussed.

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

G. Availability to the Public. Draft and approved minutes of public meetings shall 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 to that purpose, 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 shall preside at Commission meetings. In the President's absence, the Vice President shall preside. If both the President and Vice President are absent, any other member of the Commission may preside.

Section 33. Convening the Meeting. At or near the time appointed, the President shall immediately call the meeting to order. The Clerk shall enter in the meeting minutes the names of the Commissioners present.

Section 34. Recognition. Every Commissioner, staff member and member of the public shall refrain from discussion until recognized by the President. The President 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 shall 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 shall 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 shall 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 department heads, the President shall then refer the complaint directly to the department head for review, if the complaint has not already been reviewed. The commission may direct the department head to report to the Commission when the review has been made. In a complaint against the Executive Director, 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 conflict of interest is declared by a Commissioner prior to discussing or during discussion of a business item, the Clerk of the Board will report to the Commission on whether the conflict -- real or perceived -- exists. In the event any member of the Commission has had any ex parte contact regarding a matter, the member shall declare such 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 shall 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 shall be numbered consecutively without regard to year, signed by the President, attested by the Secretary-Treasurer, notarized, 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 shall 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 President shall entertain motions from the Commission, though the President may ask for a staff report in advance to suggest a recommended motion along with background material. The President shall refrain from making or seconding motions.

B. No motion shall be debated until it has been seconded and announced by the President. Before debate, the Clerk of the Board will 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 President shall 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 shall confine comments to the question under debate; avoid personalities and refrain from impugning the motives of any member argument or vote.

B. Commissioners shall limit their remarks on a subject to five minutes unless granted additional time by the majority of the commission. No Commissioner shall 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, shall not be interrupted while speaking, unless called to order by the President, or unless a Commissioner raises a point of order while he or she is speaking, in which case, he or she shall 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 shall be permitted to proceed; if ruled to be out of order, he or she shall remain silent or shall alter his or her remarks as to comply with the ruling. (Robert's Rules of Order Newly Revised, 10th Edition, pg. 240)

D. Commissioners desiring to question the administrative staff shall address his or her question to the President, who shall be entitled to either answer the question or designate a staff member for that purpose.

E. Citizens desiring to address the Commission shall first be recognized by the President and shall limit remarks to the question then under discussion. All remarks and questions shall be addressed to the Commission as a whole and not to any individual Commissioner thereof. The President 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 shall have precedence in the order indicated. Any such motion, except a motion to amend, shall be put to a vote without debate. (RR, 10th Ed., 60)

Section 41. Voting.

A. Votes Made Public. Upon conclusion of discussion or when the previous question has been called for, the President shall first ask for the ‘yes’ votes, followed by the ‘no’ votes. After a vote has been taken, the presiding officer shall 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 shall vote either yes or no, except in a case when a real conflict of interest has been determined. Commissioners shall, at the time of voting, make a statement for the minutes indicating their reason for abstaining. No Commissioner may vote by proxy.

C. Minimum Votes Required. The passage of any motion shall require the affirmative vote of at least a quorum of the whole Commission.

D. Tie Vote. In case of a tie vote, the proposal shall be considered lost.

E. Changes. Any member may request that his or her vote be changed, if such request is made prior to consideration of the next order of business

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 shall be adjourned by decision of the Chair, a majority vote or as a result of the loss of a quorum. The time of adjournment shall be recorded in the minutes.

PART VII. ADMINISTRATIVE PROVISIONS

Section 44. Amendment. These by-laws may be amended by Ordinance by following the provisions in ORS 198.510 to 198.600.

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 this Ordinance are hereby repealed.

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**BY-LAWS FOR THE PORT OF NEWPORT
BOARD OF COMMISSIONERS**

APPENDIX A

AMENDMENTS TO THE BY-LAWS

ORD. NO.	WORKING TITLE	ADOPTION	EFFECTIVE
100	Creating By-laws	May 22, 2014	June 22, 2014
2023-01	Amendment to By-laws	Aug. 22, 2023	Sept. 21, 2023
2024-01	Amendment to By-laws	June 25, 2024	July 25, 2024

APPENDIX B

RESOLUTIONS SUPPORTING BY-LAWS

FILLING COMMISSION VACANCIES (PART II, §5(F)(2))

Res. No. Topic Adoption
2014-09 Filling Commission Vacancies June 4, 2014

PERSONNEL RULES, CLASSIFICATION AND COMPENSATION PLANS (PART II, §6(E))

Res. No. Topic Adoption
2014-10 Executive Director’s Annual Performance Evaluation..... June 24, 2014
2014-05 Compensation Plan..... May 22, 2014

FORM COMMITTEES (PART II, §6(F))

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

FINANCIAL/PAYMENT OF BILLS (PART II, §6(I))

Res. No. Topic Adoption
.....

NAMING REGISTERED AGENT/BUSINESS OFFICE (PART II, §6(K)(1); PART III, §27(D))

Res. No. Adoption
2014-01 February 25, 2014

PROCESS FOR APPOINTMENT OF THE EXECUTIVE DIRECTOR (PART II, §6(K)(5))

Res. No. Topic Adoption
.....

MANAGEMENT OF PUBLIC PROPERTY (PART II, §6(N))

Res. No. Topic Adoption
.....

PUBLIC CONTRACTING RULES (PART II, §12)

Res. No. Topic Adoption
2007-07 Procurement..... May 22, 2007
2002-07 Contract Review Board November 26, 2002

PUBLIC RECORDS RULES (PART II, §13)

Res. No. Topic Adoption
.....

DEFINING QUORUM (PART III, §28)

Res. No. Topic Adoption
.....

APPENDIX C

PROCEDURES FOR AMENDING BY-LAWS / OREGON REVISED STATUTES

198.510 Definitions for ORS 198.510 to 198.600. As used in ORS 198.510 to 198.600, unless the context requires otherwise:

(1) “County” means the county in which the district, or the greater portion of the assessed value of the district, is located.

(2) “County board” means the board of county commissioners or the county court of the county.

(3) “County clerk” means the county clerk of the county.

(4) “District” has the meaning given that term in ORS 198.010 (2), (4), (5), (11), (12), (14), (17), (19), (20) to (23) and (25). In addition, “district” means any one of the following:

(a) A county service district organized under ORS chapter 451.

(b) The Port of Portland established by ORS 778.010.

(5) “District board” means the governing body of a district and the term includes a county board that is in the governing body of a district.

(6) “Presiding officer” means the chairperson, president or other person performing the office of presiding officer of the district board.

(7) “Principal Act” means the law, other than ORS 198.510 to 198.600, applicable to a district. [1971 c.268 §2; 2007 c.179 §5; 2007 c.562 §22b]

198.530 Procedure for adopting, amending or repealing ordinances or regulations.

When a district board is authorized by the Principal Act of a district to enact, amend or repeal regulations, it shall do so in accordance with ORS 198.510 to 198.600. In all counties which do not provide by ordinance or charter for the manner of enacting, amending or repealing ordinances and regulations, this section applies when a county board pursuant to statute is acting as the governing body of a district. [1971 c.268 §3]

198.540 Notice prior to adoption of ordinance affecting regulation. (1) Except in an emergency, *an ordinance* adopting, amending or repealing a regulation *shall not be considered or voted upon by a district board unless the ordinance is included in the published agenda of the meeting*. The agenda of a meeting shall state the time, date and place of the meeting, give a brief description of the ordinances to be considered at the meeting and state that copies of the ordinances are available at the office of the district board.

(2) The presiding officer shall cause the *agenda to be published not more than 10 days nor less than four days before the meeting*, in one or more *newspapers* of general circulation within the district or, if there is no such newspaper, in a newspaper of general circulation in each county in which the district is located. The presiding officer may also cause the agenda:

(a) To be posted in three public places within the district at least 10 days before the meeting; or

(b) To be published by radio and television stations broadcasting in the district as provided by ORS 193.310 and 193.320. [1971 c.268 §4]

198.550 Publication of ordinance; emergency ordinance procedure. (1) Except as provided by subsection (3) of this section, before *an ordinance is adopted it shall be read during*

regular meetings of the district board on two different days at least six days apart. The reading of an ordinance shall be full and distinct unless at the meeting:

(a) A copy of the ordinance is available for each person who desires a copy; and

(b) The board directs that the reading be by title only.

(2) Except as provided by subsection (3) of this section, the affirmative vote of a majority of the members of the district board is required to adopt an ordinance.

(3) An ordinance to meet an emergency may be introduced, read once and put on its final passage at a regular or special board meeting, without being described in a published agenda, if the reasons requiring immediate action are described in the ordinance. The unanimous approval of all members of the board at the meeting, a quorum being present, is required to adopt an emergency ordinance. [1971 c.268 §5]

198.560 Filing of ordinance; notice of adoption of emergency ordinance. (1) Within seven days after adoption of an ordinance, the enrolled ordinance shall be:

(a) Signed by the presiding officer;

(b) Attested by the person who served as recording secretary of the district board at the session at which the board adopted the ordinance; and

(c) Filed in the records of the district.

(2) A certified copy of each ordinance shall be filed with the county clerk, available for public inspection.

(3) Within 15 days after adoption of an emergency ordinance, notice of the adoption of the ordinance shall be published as provided by ORS 198.540 (2) for notice of proposed ordinances. The notice shall:

(a) Briefly describe the ordinance;

(b) State the date when the ordinance was adopted and the effective date of the ordinance; and

(c) State that a copy is on file at the district office and at the office of the county clerk of the county, available for public inspection. [1971 c.268 §6]

198.570 When ordinances take effect. (1) Except as provided by subsection (2) of this section, an ordinance shall take effect on the 30th day after it is adopted, unless a later date is prescribed by the ordinance. If an ordinance is referred to the electors of the district, it shall not take effect until approved by a majority of those voting on the ordinance.

(2) An emergency ordinance may take effect upon adoption. [1971 c.268 §7; 1983 c.350 §3]

198.590 Petition to adopt, amend or repeal ordinance. Any interested person who is a landowner within the district or an elector registered in the district may petition the district board to adopt, amend or repeal an ordinance. Any such person may appear at any regular meeting of the board and shall be given a reasonable opportunity to be heard. [1971 c.268 §9; 1983 c.83 §6]

198.600 Penalty for violation of regulations; jurisdiction; enforcement. (1) If a penalty for a violation is not otherwise provided, violation of any regulation adopted by a district board under ORS 198.510 to 198.600 is punishable, upon conviction, by a fine of not more than \$250 or imprisonment of not more than 30 days, or both.

(2) Actions to impose punishment shall be brought in the name of the district or county, as the case may be, in any court having jurisdiction of misdemeanors under state laws. The action

shall be brought in the county in which the district, or the greater portion of the area of the district, is located. Fines recovered shall be paid to the clerk of the court who, after first deducting the court costs in such proceedings, shall pay the remainder thereof to the treasurer of the district or county initiating the action to go to and form a part of its general fund.

(3) Any peace officer may enforce an ordinance adopted under ORS 198.510 to 198.600. ORS 221.333 is applicable to the enforcement of such ordinances. [1971 c.268 §10]

Sections underlined and italicized are represented as most common requirements for most Port Commission ordinance amendments.

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