

BYLAWS OF THE PORT DISTRICT OF SOUTH WHIDBEY ISLAND
As Approved by Board of Commissioners: February 14, 2023

ARTICLE I – NAME

The name of the Commission is the Port District of South Whidbey Island.

ARTICLE II – OBJECT

The object of this Commission is to promote legal aspects governing the Port District.

ARTICLE III – MEMBERSHIP

The membership of this Commission shall consist of three (3) persons representing Districts No. 1 (Freeland), No. 2 (Langley), and No. 3 (Clinton). There shall be no dues.

ARTICLE IV – OFFICERS

Section 1. Elections

- a) The Commission shall elect new officers (within the Board) at the first public meeting of the calendar year, on an annual basis. Vacancies in an office arising from or by cause may be filled at any regular or special public meeting of the Commission in accordance with RCW 53.12.
- b) The elected officers shall be a President, Vice President and Secretary. The officers shall be elected by voice or paper ballot. If there is one nomination for office, election may be by viva voce. A majority may elect officers. The term of office may not exceed 2 years consecutively.

Section 2. Duties of Officers

- a) The President shall preside at all public meetings of the Commission and at Executive Session of the Commission, and shall sign all Resolutions, Contracts and other instruments on behalf of the Commission, unless otherwise ordered. The President shall perform all such other duties as are incident to his/her office or are properly required of him/her by the Commission.
- b) The Vice-President shall perform all the duties of the President in the President's absence.
- c) The Secretary shall authorize the issuance of notices for all regular meetings and executive sessions of the Commission, except that notice for an executive session of the Commission may be decided by any two Commissioners who may desire an executive session be held. The Secretary, also, shall make and retain minutes of all meetings. Upon majority approval of the Commissioners, another person may be delegated to take such minutes, when and if necessary. The Secretary, or approved delegate shall 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 are properly required of the Secretary by the Commission.

ARTICLE V – MEETINGS

- a) Regular meetings of the Commission shall be held as set forth in the District's Resolutions.
- b) Special meetings may be called for any time either by the President, or by a majority of the Commissioners.
- c) No additional notice shall be required for regular meetings, the time and place of which is established by the Bylaws. For all special public meetings, the Secretary shall give public notice in accordance with RCW 42.30.080.

- d) Unless otherwise published or provided above, all regular meetings shall be held at the Meeting Room at the Freeland Library at 5495 Harbor Avenue, Freeland WA, and remotely via a virtual meeting platform, or at such other place designated by the President of the Board, subject to all other applicable notice requirements, and special meetings notices be published as to date, time and location per RCW 42.30.080).
- e) A quorum shall consist of a majority of those persons holding the office of Port Commissioner. Upon the prior approval of the Commission President and where a quorum will be present at the meeting location, a Commissioner may participate in the meeting remotely under conditions where the other Commissioners and the public can reasonably hear and understand the Commissioner participating remotely.

ARTICLE VI – COMMITTEES

- a) Standing committees shall be by Resolution of the Commission.
- b) Standing committees shall be appointed by the President with the approval of the Commission members.
- c) Standing committees may be dissolved by Commission majority vote.
- d) A commissioner shall be Ex-officio of a committee unless in non-compliance with the Open Public Meetings Act (RCW 42.30, RCW 53.12).

ARTICLE VII – DELEGATES

- a) Delegates and alternates to (WPPA) Washington Public Ports’ Association shall be elected in the odd numbered years at the March regular meeting of the Commission.
- b) The term of offices for WPPA delegates shall be 2 years.

ARTICLE VIII – ORDER OF BUSINESS

In accordance with Commission direction, the Order of Business shall include an initial general workshop session followed by the Pledge of Allegiance, the Business Meeting, the Commission review and approval of pending Minutes, the payment of bills, general correspondence and communication, Commission and Committee reports, project action issues, unfinished (old) business, new business, public comment, Executive Session (if called), and adjournment, with the exact content and sequence of the Agenda based on the business and issues to be addressed by the Commission.

ARTICLE IX – MOTIONS

Section 1.

- a) Except as provided herein under resolution, the Commission shall transact its business by motion, which may be made by any Commissioner in attendance including the President of the meeting, and shall require a second.
- b) Voting on resolutions shall be by voice and the Secretary shall record the vote of each commissioner.
- c) 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

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

- b) Voting on resolutions shall be by voice and the Secretary shall record the vote of each commissioner.
- c) Resolutions shall be numbered consecutively by year and the original copy of each resolution shall be duly authenticated in open session by the signature of the presiding officer and the secretary. Each resolution shall be filed in a book for such purpose, indexed and which shall be a public record.
- d) Resolutions shall continue in force from year to year, and may be amended or rescinded by majority vote.

Section 3. Minutes

- a) All proceedings of the Port Commission shall be by motion, or resolution, and recorded in a book kept for such purpose, which shall be a public record.

ARTICLE X – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern this Commission in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order this Commission may adopt.

ARTICLE XI – AMENDMENTS

These Bylaws may be amended by resolution at any regular meeting, with thirty (30) days prior notice to the Commission.