



RESOLUTION

NO. 2001-26

**AMENDING RESOLUTION 93-01
AND REPEALING RESOLUTION 93-06**

BY-LAWS OF THE PORT OF ASTORIA

WHEREAS, The Port of Astoria Commission adopted Resolution No. 93-01 on January 16, 1993, constituting the By-Laws of the Port of Astoria; and

WHEREAS, The Port of Astoria adopted Resolution No. 93-06 amending the By-Laws on November 16, 1993, and

WHEREAS, ARTICLE 10 – Amendments states these by-laws of the commission may be amended by resolution duly adopted. They will be reviewed at least annually to assure they remain current; and

WHEREAS, the Commission at a meeting held July 17, 2001 reviewed the existing by-laws and discussed amendments to the by-laws.

NOW, THEREFORE, BE IT RESOLVED, Resolution No. 93-01 is amended as follows:

ARTICLE 1 – NAME

Section 1 – The name of this organization shall be the Port of Astoria, herein after referred to as the Port.

ARTICLE 3 – BOARD OF COMMISSIONERS

Section 8 – Attendance. If a commissioner fails, without being excused by the President of the Commission, to attend regular or special meetings of the Commission regularly and duly called and held, over a consecutive 60-day period, that commissioner's position may be deemed vacant. The Commission may grant a leave of absence not exceeding three months to a commissioner unable to attend meetings of the Commission because of illness or absence from the district.

ARTICLE 5 – COMMITTEES


Section 1 – The committees of the Port Commission are Budget and Safety. Special or Ad-hoc committees may be authorized. Duties and responsibilities of committees shall be as the Commission directs. Committees shall report on their activities to the whole Commission at regular meetings.

ARTICLE 6 – MEETINGS

Section 1 – Regular meetings. The regular meeting of the Commission will be held on the third Tuesday of each month in the Port Commission Room at 7:00 p.m. or upon such day and time, or at such place as fixed by the president of the Commission.

This Resolution amendment replaces Resolution 93-06, rendering it repealed. In all other respects Resolution 93-01 By-Laws of the Port of Astoria remains in full force and effect.

ADOPTED this 21st day of August 2001 by the Port of Astoria Commission.



Don McDaniel, President



Dan Hess, Secretary

RESOLUTION NO. 93-06

**Amending Resolution 93-01,
By-Laws of the Port of Astoria**

WHEREAS, The Port of Astoria Commission adopted Resolution No. 93-01 on January 16, 1993 Constituting the By-Laws of the Port of Astoria; and

WHEREAS, Article 10 - Amendments states these by-laws of the commission may be amended by resolution duly adopted. They will be reviewed at least annually to assure they remain current; and

WHEREAS, the Commission, at a meeting held July 13, 1993 formed new standing committees; and

WHEREAS, the Regular Monthly Commission meeting time has been changed to 7:00 p.m.

NOW, THEREFORE, BE IT RESOLVED, Resolution No. 93-01 is amended as follows:

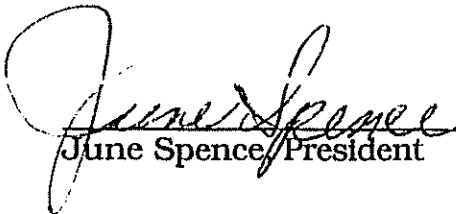
ARTICLE 5 - COMMITTEES

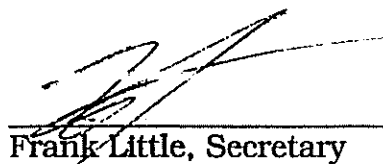
Section 1 - The committees of the Port Commission are Finance and Planning, Business/Industrial Development, Infrastructure, and Legislative & Policies. Special or Ad-hoc committees may be authorized. Duties and responsibilities of committees shall be as the commission directs. committees shall report on their activities to the whole Commission at regular meetings.

ARTICLE 6 - MEETINGS

Section 1 - Regular meetings. The regular meeting of the Commission will be held on the third Tuesday of each month in the Port Commission Room at 7:00 p.m., or upon such day and time, or at such place as fixed by the president of the Commission.

ADOPTED this 16th day of November 1993 by the Port of Astoria Commission.


June Spence, President


Frank Little, Secretary

RESOLUTION # 93-01

RESOLVED THAT THE FOLLOWING SHALL CONSTITUTE THE BY-LAWS OF THE PORT OF ASTORIA:

ARTICLE 1 – NAME

Section 1 – The name of this organization shall be the Port of Astoria Commission, herein after referred to as the Commission.

ARTICLE 2 – AUTHORITY AND PURPOSE

Section 1 - The ports of Oregon are granted broad authority by the Legislative Assembly to promote economic development within their local districts.

Section 2 – The powers and functions of ports are delineated in Oregon Revised Statutes (ORS) 777, specifically ORS 777.080 - 777.725.

Section 3 – ORS 777.763 authorizes ports to form Export Trading Corporations with powers and duties as specified in ORS 777.765 – 777.800.

Section 4 – The powers of Ports, as special districts, are specified in ORS 198, and elections for Ports as special districts are specified in ORS 255.

ARTICLE 3 - BOARD OF COMMISSIONERS

Section 1 – The power and authority given a port is vested in and shall be exercised by a board of five commissioners, each of whom shall be an elector registered within the district (which coincides with the boundaries of Clatsop County).

Section 2 – Commissioners are elected during regular district elections each odd-numbered year. (ORS 255.335 applies).

Section 3 – Terms – The term of a commissioner is four years. (ORS 777,135(5)). The term of a commissioner elected at the regular district election shall commence on the first day of July next following the election, and shall expire June 30 next following the regular district election at which a successor is elected. (ORS 255.335(5)).

Section 4 – Oath – Before assuming office, a commissioner shall take an oath or shall affirm that he or she will faithfully perform the duties of the office and support the Constitution and laws of the United States and of the State of Oregon.

Section 5 – Vacancies – A vacancy in the Commission will be filled by appointment by a majority of the Commission. The appointee's term of office shall expire on June 30 next following the succeeding regular district election at which a successor is elected. The successor shall be elected to serve the remainder, if any, of

the term for which the appointment was made. If the term for which the appointment was made expires June 30 after the election of the successor, the successor shall be elected to a full term (ORS 198.320)

Section 6 – Duties – The Commission shall have supervision, control and direction of the Port, shall determine its policies or changes thereto within the limits of the bylaws and applicable statutes, shall actively pursue economic development of the Port District, and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as may be deemed advisable and may appoint such agents as it considers necessary to execute the powers granted to it.

Section 7 – Compensation – A commissioner may receive not to exceed \$50 for each day or portion thereof as compensation for services performed as a member of the Commission. Such compensation shall not be deemed lucrative. The Commission may provide for reimbursement of a commissioner for actual and reasonable traveling and other expenses necessarily incurred by a commissioner in performing official duties. (ORS 198.190).

Section 8 – Attendance - If a commissioner fails, without being excused by the President of the Commission, to attend for a period of 60 days any regular or special meetings of the Commission regularly and duly called and held, that commissioner's position is vacant. The Commission may grant a leave of absence not exceeding three months to a commissioner unable to attend meetings of the Commission because of illness or absence from the district.

ARTICLE 4 – OFFICERS

Section 1 – Each year at the regular July meeting, the Commission will choose from among its members a president, vice-president, secretary, treasurer and assistant secretary/treasurer who will serve a term of one year and until a successor is elected and who will have the powers and perform the duties usual in such cases.

Section 2 – The president shall be the chief elected officer of the Commission, shall preside at all meetings of the Commission, and shall be a member ex-officio, with right to vote, of all committees. He/she shall appoint all standing and special committees and the chairpersons thereof. The president is responsible for preparation of the agenda for Commission meetings. The president shall sign all contracts, ordinances, resolutions, deeds, agreements, leases and other official documents.

Section 3 – In the absence of the president, the vice-president shall act as president.

Section 4 – The secretary shall act as custodian of all records, papers, documents and reports pertaining to, or related to the Port. He/she shall be responsible for keeping and reporting of records of all meetings of the Commission. The secretary

will attest all contracts, ordinances, resolutions, deeds, agreements, leases and other official documents.

Section 5 – The treasurer shall ensure that adequate accounts of receipts and expenditures are kept to show the financial condition of the Port, and shall cause these accounts to be opened at suitable times for the inspection of the Commission. The treasurer will verify the accuracy and validity of all vouchers prior to each monthly meeting. The treasurer will ascertain that an audit of the Port's financial condition is conducted at the close of each fiscal year. The treasurer will be a member of the Finance and Personnel Committee.

Section 6 – In the absence of the secretary or treasurer, the assistant secretary/treasurer shall perform their duties.

ARTICLE 5 – COMMITTEES

Section 1 – The committees of the Port Commission are Standing and Special. Members are appointed by the president on the basis of their office, special interest or expertise. The Standing committees are: Finance and Personnel, Marine Development, Industrial Development, Fisheries and Marinas, Marketing and Budget. Special or Ad-hoc committees may be authorized. Duties and responsibilities of committees shall be as the Commission directs. Committees shall report on their activities to the whole Commission at regular meetings.

Section 2 – Additionally, the president may, from time to time, assign commissioners and staff members to serve on other committees within the district when representation on those bodies would serve the interests of the Port.

Section 3 – The committee chairperson is responsible for preparation of the agenda for committee meetings and recording of minutes thereof.

ARTICLE 6 – MEETINGS

Section 1 – Regular meetings. The regular meeting of the Commission will be held on the third Tuesday of each month in the Port Commission Room at 7:30 PM, or upon such day and time, or at such place as fixed by the president of the Commission.

Section 2 – Adjourned meetings. Regular meetings may be adjourned to a specific time and place before the next regular meeting.

Section 3 – Special meetings. Special meetings of the Commission may be called by the president at any time, and must be called by the president within 72 hours after receiving a written request from any two of the Commissioners to do so. Such request must state the purpose for which the meeting is requested. Special meetings are subject to the same rules as regular meetings.

Section 4 – Emergency meetings. Emergency meetings of the Commission may be called at any time by the president and must be called by the president within 24

hours after receiving a request from any two Commissioners to do so. Emergency meetings are subject to the same rules as regular meetings.

Section 5 – Workshops. While subject to the same rules as regular meetings, workshops provide the opportunity for the Commission to obtain briefings on pertinent issues and to study projects and proposals before taking action on them. For this reason, the agenda for workshops should be limited to one or two subjects. Workshops may be scheduled by the president at any time.


Section 6 – Executive sessions. As permitted under Oregon law (ORS 192.660) executive sessions may be called at any time by the president, during a regular, special or emergency meeting or workshop, for which proper notice has been given. Before going into executive session, the chairperson shall announce the statutes authorizing the holding of the executive session.

Section 7 – Notice. Notice of all regular board meetings and workshops will be provided all commissioners at least 3 days prior to the meeting. The notice will include an agenda with the principal subjects to be addressed. Notice of adjourned and special meetings will be given to the commissioners, media and public at least 24 hours in advance of the meeting. In the case of an emergency, a meeting may be held upon such notice as is appropriate to the circumstances, but the minutes for such meeting shall describe the actual emergency justifying less than 24 hours' notice. Except in an emergency, ordinances shall not be considered or voted upon unless the ordinance is included in the published agenda of the meeting which must be published not more than 10 days nor less than four days before the meeting in one or more newspapers within the district (ORS 198,540).

Section 8 – Voting. A roll call vote will be taken on all ordinances, resolutions and orders for payment of money. Any other question coming before the Commission will be resolved by voice vote, unless a roll call vote is requested by any Commissioner. A concurrence of a majority of Commissioners present will be required to decide any question before the Commission, provided that a quorum exists. Secret ballots are prohibited.

Section 9 – Quorum. A majority of the Commissioners shall constitute a quorum.

Section 10 – Procedural rules. Roberts Rules of Order shall be the parliamentary procedure for meetings of the Commission, except when otherwise provided by statute or these bylaws.



Section 11 – Minutes. Minutes must be taken at all meetings, including executive sessions, and be available to the public in a reasonable time after the meeting. The minutes should include: the date, place, time and type of meeting; the members present; motions, proposals, resolutions, orders, ordinances and measures proposed and their dispositions; the results of all votes and the vote of each member by name; a brief substance of all discussions and references to any document discussed. Material exempt from disclosure under public record laws (ORS 192.410 et seq.) may be

excluded from disclosure. Tape recordings of minutes will not be removed from the Port offices.

Section 12 – Agendas

- (1) Agendas will be prepared for all meetings of the Commission or committees thereof, describing the subjects to be discussed at the meeting, and transmitted with the notice of the meeting. No items will be added to an agenda prior to the meeting. The commission will consider only those matters that appear on the agenda for that meeting or are introduced by a Commissioner.
- (2) A consent calendar, to include resolutions, reports, correspondence, and requests which are routine in nature, will be placed on the agenda to make more efficient use of meeting time. Any item on the consent calendar may be removed at the request of a commissioner prior to the vote on the calendar. Remaining items on the consent calendar will be acted upon by a single motion to “adopt the consent calendar” which is not debatable. Adoption of the consent calendar by the affirmative vote of all Commissioners present shall have the same effect as a separate vote on each item. If there are dissenting votes, each item on the consent calendar will be voted upon separately.

ARTICLE 7 – ADMINISTRATION

Section 1 – Executive Director. The Commission shall select and appoint a competent Executive Director who shall be its representative in the management of the Port. He/she shall be the duly authorized representative of the Commission in all matters in which the Commission has not formally designated some other person to so act. The Commission shall determine the salary of the Executive Director.

Section 2 – Authority. The Executive Director shall be given the necessary authority and responsibility to operate the Port in all its activities, subject only to such policies as may be issued by the Commission or any of its committees to which it has delegated power for such action.

Section 3 – Performance. The Commission shall maintain a job description of the duties, authority and responsibility of the Executive Director. The Commission will formally evaluate the Executive Director’s performance annually.

Section 4 – Relationship with Commission and Port staff. The Executive Director is responsible to the Commission for all actions and performance of the Port staff. While the Commission need not approve day-to-day actions, including expenditures, the Executive Director is responsible for keeping all Commissioners fully informed of current operations and proposed actions to enable them to properly execute their duties of planning, setting policy and representing the Port with the public.

Section 5 – In order to carry out the functions, policies, and programs of the Port, the Commission may adopt ordinances, resolutions, or may issue Commission policy specifically delegating to the Executive Director authority to carry out certain acts.

Section 6 – Port Attorney. The Commission shall appoint a Port Attorney who will be responsible to the Commission for legal counsel on all matters pertaining to the Port. The Port Attorney will advise the Commission and staff on laws and regulations that affect their decisions and will approve all ordinances, resolutions, contracts, leases, agreements and other official documents.

ARTICLE 8 – BUDGET PROCESS

Section 1 – Budget Committee. The budget committee consists of the Port Commission and five additional electors from within the district appointed by the Port Commission. The additional members serve terms of three years, so staggered that about one third of the appointed terms end each year. Vacancies among the additional members on the budget committee will be filled promptly and not later than one month prior to a scheduled budget meeting. At the first meeting when the new budget is proposed by the budget office, the budget committee will elect a chairperson and a secretary. The budget officer is the Port Financial Officer.

Section 2 – Meetings. In addition to the meetings required to review, approve and adopt the following year's budget, the budget committee will meet at least semi-annually to review the Port financial condition.

Section 3 – Local Budget Law. Budget provisions are determined by Oregon's Local Budget Law, found in Chapter 294, Oregon Revised Statutes.

ARTICLE 10 – AMENDMENTS

Section 1 – These by-laws of the Commission may be amended by resolution duly adopted. They will be reviewed at least annually to assure they remain current.

ARTICLE 11 – MISCELLANEOUS

Section 1 – All ordinances and regulations theretofore passed by the Port in force when these by-laws take effect, shall remain in force until they are amended or repealed by the Commission.

Section 2 – No right or liability of the Port existing at the time these by-laws take effect shall be impaired or discharged by adoption of these by-laws, except as these by-laws otherwise provide.

Adopted by unanimous voted of the Commission of the Port of Astoria this 19th day of January 1993.