

RESOLUTION NO. 2019-10

A RESOLUTION AMENDING PORT OF ASTORIA BYLAWS
TO ESTABLISH A STANDING FINANCE COMMITTEE
(Adopted August 20, 2019)

WHEREAS, Section 4.1 of the Port of Astoria Bylaws (“Bylaws”) [*adopted September 19, 2017*], “Committees,” provides as follows:

“The Port shall have three standing Regular Committees: Airport Advisory, Marina Advisory, and Safety. A Budget Committee also shall be established as required by Oregon law and as further provided in the Section titled “Budget Process” below. Special or ad-hoc committees may be authorized as needed”; and

WHEREAS, the Board of Commissioners (“Commission”) desires to establish a new standing Finance Committee to provide financial oversight and public input to the Commission, and to make other minor amendments to Section 4 of the Bylaws; and

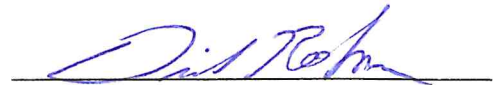
WHEREAS, Section 14 of the Bylaws, “Amendments,” allows the Bylaws to be amended by approval of at least four (4) Commissioners;


NOW, THEREFORE, the Commission hereby resolves as follows:

Section 4 of the Bylaws [*adopted September 19, 2017*] is amended as provided in Attachment A to this Resolution.

APPROVED AND ADOPTED by at least four (4) Commissioners on August 20, 2019, as follows:

1. Commissioner Jim Campbell	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSENT/ABSTAIN
2. Commissioner Robert Stevens	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSENT/ABSTAIN
3. Commissioner Scott McClaine	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSENT/ABSTAIN
4. Commissioner Dirk Rohne	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSENT/ABSTAIN
5. Commissioner Frank Spence	<input checked="" type="checkbox"/> YES	<input type="checkbox"/> NO	<input type="checkbox"/> ABSENT/ABSTAIN


Dirk Rohne, Commission Chair

ATTEST: 
Secretary

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Attachment A

Section 4, Committees, of the Port of Astoria Bylaws is amended to as follows (deleted text shown in ~~strike through~~ format; new text shown in underline format):

SECTION 4: COMMITTEES

4.1 The Port shall have ~~three~~ four standing Regular Committees: Airport Advisory, Marina Advisory, Finance, and Safety. A Budget Committee also shall be established as required by Oregon law and as further provided in the Section titled "Budget Process" below. Special or ad-hoc committees may be authorized as needed.

4.2 The Finance Committee shall consist of the Commission Treasurer; the Port's Finance Director; and up to five public members appointed by the Commission President upon receipt of the application materials described below. No Port employee, tenant, or contractor may serve on the Finance Committee as a public member. The initial term of approximately one-half of the public members shall be one year; the initial term for the remainder of the public members shall be two years. Terms thereafter shall be two years. The Commission President may remove any member of the Finance Committee at any time.

The Finance Committee shall meet at least quarterly to seek and review financial information provided by staff; to review the Port's overall financial condition, including but not limited to cash flow, capital needs, and projected financial liabilities; and to prepare recommendations for the Commission. The Committee shall be advisory only and shall have no authority to direct staff or to bind the Commission. Although they have members in common and may have complementary responsibilities, the Finance Committee shall at all times be distinct and separate from the Budget Committee.

Notice of vacant public member positions will be given at least 30 days in advance of filling the position by, at minimum, posting the vacancy on the Port's website. Citizens must apply by submitting a cover letter, statement of interest, and resume to the Commission President. In the event there are no applications for the open positions, the committee may proceed with fewer than the stated number citizen members.

4.2.3 Except as specifically provided in these Bylaws, Duties and responsibilities of committees shall be as directed by the Commission. Unless specifically authorized by the Commission or otherwise provided for by law, all committees are advisory only and have no decision-making authority, nor shall they create any binding precedent or obligation for the Port. Committees shall report on their activities at Regular Commission meetings.

4.34 Unless otherwise prescribed by law, all committees shall organize and operate according to the following procedures:

RESOLUTION – Amendment of Bylaws to Establish Standing Finance Committee

- A. With the exception of the Budget Committee or as otherwise provided in these Bylaws, a committee member's term of service automatically ends on June 30 of the second year after appointment. Members may resign without notice. A committee vacancy, regardless of the reason for the vacancy, shall be filled by the President, as provided in these Bylaws.
- B. The term of a committee member shall expire if the committee member is absent from four or more consecutive committee meetings and the committee or the Commission declares the position vacant.
- C. On an annual basis, committee members shall select from among themselves a Committee Chair; a Vice Chair, and a Secretary. A Port of Astoria commissioner may not serve as Chair, Vice Chair, or Secretary on any committee.
- D. The Chair shall call meetings of the committee, prepare the agenda for all committee meetings; preside over, conduct and preserve order at all committee meetings; and enforce the rules of the Commission as provided herein. The Chair may, in his or her discretion, implement the procedural rules provided in these Bylaws on committee proceedings in order to effectuate the intent of the meeting.
- E. The Vice Chair shall fulfill the duties of the Committee Chair in his or her absence.
- F. The Secretary shall take minutes of committee proceedings. The minutes shall, at minimum, summarize the proceedings of the committee meeting and the principal positions taken with respect to matters discussed by the committee. Upon committee approval of the minutes, the Secretary shall transmit a copy of the minutes to the Commission.
- G. Committee meetings are public meetings of the Port and shall comply with all requirements of Oregon's Public Meetings Law. Public notice of each meeting shall be given at least five (5) days in advance of any Commission meeting. For purposes of the Public Meetings Law, a quorum shall consist of a majority of the membership of any committee, excluding vacancies. Any formal decisions of any committee shall require a majority vote of those attending the meeting, a quorum being present.

4.45 Committees shall be convened at the request of the Commission President, who shall direct an oral or written notice containing a meeting time and date to each committee member at least five (5) days before any scheduled committee meeting.

4.56 The Commission President may, from time to time, assign commissioners to serve on non-Port of Astoria committees within the district when representation on those bodies would serve the interests of the Port.