

PORT OF GRAPEVIEW

BY-LAWS

Adopted: 9/1993

Amended: 12/1993; 4/1994; 9/1995; 5/1996; 7/1999; 7/2000; 11/2003; 8/2004; 2/2007; 10/2009; 5/2011; 6/2013 by Resolution 2013-01; 9/2019 by Resolution 2019-07; 12/2019 by Resolution 2019-13; 04/2021 by Resolution 2021-01; 02/2023 by Resolution 2023-01; 06/2023 by Resolution 2023-07

Article I Preamble

These Bylaws constitute the rules governing the transaction of business by the Port of Grapeview Board of Commissioners. The most current edition of Robert's Rules of Order are adopted to determine the conduct of regular, special and emergency meetings.

Article II Organization of the Commission

1. The Commission shall organize by election from its own members a president and secretary.
2. In the event of a vacancy in the office of a Port Commissioner by death, written resignation or otherwise, such vacancy shall be filled pursuant to RCW 53.12.140 and RCW 42.12.
3. The Commission may, from time to time, establish such Standing Committees by resolution as are necessary to conduct its more specialized work. The composition of Standing Committees shall be determined by the Commission. Commissioners may not be members of standing committees.
4. The Commission shall abide by the Commission Policies and Procedures Manual which is incorporated into these Bylaws by this reference.

ARTICLE III Duties of Officers

1. The president shall preside at all meetings, public hearings and at executive sessions of the Commission, and shall perform all such duties as are incident to the office or are properly required by the Commission. The president shall authorize the issuance of notices for regular and special meetings, work sessions and public hearings of the Commission as provided in ARTICLE IV hereof. In addition, notices for a special meeting will be in conformance with RCW 42.30.080.
2. The president shall be the spokesperson for the Commission in expressing views held collectively by the Port of Grapeview that have been established by action taken in public session or that are consistent with the policies, statements, and actions of the port commission. The president may delegate this role on a case-by-case basis. However, an individual Commissioner shall have the right to voice personal opinions differing from decisions taken or under review by the Port Commission as a whole, as long as the views are stated to be personal opinions. When the president expresses his or her own individual opinions, he or she shall refrain from using the title of president. The president shall also review all port published content and messaging for accuracy of information and positive images that reflect the Port's values. Journalists wishing to reach a port spokesperson will be directed to the President of the Commission.

EFFECTIVE: 20230620

3. The secretary shall supervise the recording of the minutes of meetings. The secretary shall also supervise the retaining of a record of all motions and resolutions adopted by the Commission and shall supervise the safekeeping of the seal and the minutes and shall otherwise perform such further duties as are incident to the office and as are properly required by the Commission. For compliance with RCW 42.56, the secretary shall also act as the Public Records Officer and shall respond to requests accordingly.
4. RCW Title 53.36.010 specifies that the Treasurer of Mason County be the Port of Grapeview's Treasurer.

All district funds shall be paid to the treasurer and shall be disbursed by him or her upon warrants signed by a port auditor appointed by the port commission, upon vouchers approved by the commission.

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The port auditor will prepare and deliver signed expense vouchers to the Mason County Financial Services office with a copy retained by the Port for its records and deposit Port funds with the Mason County Treasurer along with two (2) copies of the Transmittal form. Two (2) receipts will be required. To file, annually, the Port's B.A.R.S. report to the State Auditor's office as provided by law.

5. The Legal Contact for the Port is the port's attorney.
6. The Commission may delegate to the managing official of a port district such administrative powers and duties of the commission as it may deem proper for the efficient and proper management of the port district operations. Any such delegation shall be authorized by appropriate resolution of the commission, which resolution must also establish guidelines and procedures for the managing official to follow (R.C.W. 53.12.270).
7. All Commissioners or all of a Quorum of Commissioners shall sign the Minutes, Resolutions and each expense voucher.

ARTICLE IV Meetings

1. Regular Meetings: No additional notice shall be required for Regular Meetings. Regular Meetings of the Commission shall be held at 7:00 p.m. on the third Tuesday of each month, as follows:

January, February, March, May, June, July,

April, August, December

September, October, November

GRAPEVIEW COMMUNITY CENTER

4350 E Grapeview Loop Road

Grapeview, WA 98546

MASON BENSON CENTER

5971 E Mason Lake Drive West

Grapeview, WA 98546

If, at any time, any Regular Meeting falls on a holiday, such regular meeting shall be held on the next business day, or, in the event of a lack of a meeting place, such regular meeting shall be canceled until the next regular meeting.

2. Special Meetings: Special public meetings may be called for at any time either by the President or by a majority of the Commissioners by delivering personally or by mail written notice to each Commissioner; and to the newspaper of general circulation. Such notice must be delivered personally or by mail at least twenty-four (24) hours before the time of such meeting, as specified in the notice. The call and notice shall specify the time and place of the meeting and the business to be transacted. Final disposition shall not be taken on any other matter at such meeting by the Commission.

Such written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the secretary of the Commission a written waiver of notice. Such waiver may be given by email transmittal. Such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

3. Regular, Special, Emergency meetings and work sessions shall be open and public except as otherwise provided by law.
4. Executive Sessions: The Commission may meet in executive session which shall be closed to the public during a regular or special meeting or work session for all of the purposes permitted by the Open Public Meetings Act (RCW 42.30) and other laws.
5. Workshop Sessions: In addition to the regular meetings, the board may conduct workshop meetings at any designated time. No final action shall be taken at any workshop session meeting.
6. No action (as defined in RCW 42.30.020) shall occur in the absence of a quorum. The secretary will make an entry in the minutes stating that "No meeting took place, due to the lack of a quorum." The date of which shall be as that of the scheduled meeting.
7. Absences: Any absence by a Commissioner from a meeting because of attendance to other Port business shall be so recorded in the minutes of the meeting, provided for in ARTICLE VIII, and any such absence shall be automatically excused by the Commission.
8. Attendance by electronic means. Commissioners may attend meetings via electronic means as prescribed in Port resolution 2012-06.
9. Cancellation of Meeting: Any regular or special meeting or work session may be canceled by the president. The president shall advise the Commission by phone or email of such a cancellation.

ARTICLE V Order of Business

The order of business at all meetings, except for work sessions, unless otherwise agreed to by the Commission at such meeting shall be:

1. Call to Order
2. Roll call
3. Pledge
4. Executive session (if necessary) *
5. Approval of agenda
6. First Public Comment Session
7. Approval of minutes
8. Correspondence
9. Commissioner reports
10. Committee reports
11. Port Auditor's report
12. New business
13. Old business
14. Second Public Comment Session

**** Following an Executive Session, the public meeting will be reconvened, and the Commission may consider items discussed in Executive Session.***

ARTICLE VI
Motions

1. The Commission shall transact its business by motion which may be made by any Commissioner in attendance or participating via electronic means as prescribed in Port resolution 2012-06.
2. Voting on all motions shall be "yes" or "aye" for an affirmative vote; "no" or "nay" for a negative vote; and "abstain" for an abstention.
3. Concurrence of two (2) Commissioners shall be necessary and shall be sufficient for the passage of any motion.

ARTICLE VII
Resolutions

1. All matters, as required by state law or which in the judgment of the Commission, are of a legislative character shall be embodied in the form of resolutions. Such a resolution shall not be put on for final passage at the same meeting at which it is first introduced, except by unanimous consent of all the Commissioners. Said consent shall be given in person at that meeting. A resolution may be passed with the consent of two (2) Commissioners voting in favor.
2. Voting on all resolutions shall be "yes" or "aye" for an affirmative vote; "no" or "nay" for a negative vote; and "abstain" for an abstention, unless a division is called for by any Commissioner, in which case, the Secretary or acting Secretary shall call the roll in district order and record the vote of each Commissioner present.
3. Resolutions shall be numbered consecutively, and the original copy of each resolution shall be duly authenticated in open session by the signature of the Commissioners voting in its favor. Each resolution shall be filed by the secretary and shall be recorded in the minutes.

ARTICLE VIII
Minutes and other records

1. When the Commission has approved the minutes of a meeting in accordance with **ARTICLE V**, the minutes as approved shall represent the sole, final and considered determination of the Commission as to the motions and resolutions set forth therein, superseding all statement made by the Commissioners at the meeting.
2. All records of the Port will be kept in digital format. The records shall be available to the public after each meeting, by appointment or by set regular office hours.
3. The Port's records shall be kept until they are qualified to be transferred to the State Archives.

ARTICLE IX
Annual Budget and Expenses

1. The Port will maintain an Annual Budget, with certified copies delivered to the Mason County Auditor, Treasurer and Assessor's Offices. The Budget will be in its detailed and complete form.
2. Any Commissioner who wishes not to receive the allowed Per Diem will sign a written Waiver each year for the time period to which the waiver is in service. Said written Waiver will be filed with the County Auditor by the Port secretary and a copy kept with the Port records.

3. Commissioners are entitled to reimbursement for mileage at the federally allowed level and other expenses such as, but not limited to: telephone calls, travel and lodging, food (no alcoholic beverages) and supplies as needed to perform their duties for the Port as provided for in R.C.W.'s 53.08.175 and 176.

ARTICLE X
Comprehensive Scheme of Harbor Improvement

1. The Port's Comprehensive Scheme of Harbor Improvement shall be updated as necessary. It shall be the duty of the Port Commission to develop any draft amendment of the Comprehensive Scheme of Harbor Improvement for presentation to the public, at a public hearing, pursuant to RCW 53.10.020.

ARTICLE XI
Amendment of Bylaws

1. These Bylaws may be amended by the Commission by resolution.