

**PORT OF LONGVIEW BOARD OF COMMISSIONERS
RESOLUTION 2017-4**

**A RESOLUTION OF THE PORT OF LONGVIEW'S BOARD OF
COMMISSIONERS ADOPTING RULES GOVERNING THE
TRANSACTION OF PORT BOARD BUSINESS.**

WHEREAS, the Port of Longview's Board of Commissioners (the "Board" or "Commission") seeks to adopt rules governing the transaction of Port Board business as required by RCW 53.12.245; and

WHEREAS, in adopting these rules, the Board seeks to comply with the spirit and intent of both the Washington Open Public Meetings Act (Ch. 42.30 RCW) and the Public Records Act (Ch. 42.56 RCW); and

WHEREAS, this Resolution supersedes all other Port Board resolutions on the same subject matter, and rescinds Resolution 2016-10; and

NOW, THEREFORE, BE IT RESOLVED that the Board hereby rescinds Resolution 2016-10 and simultaneously adopts the Rules set forth below, which shall be effective upon adoption.

**ARTICLE I.
Preamble**

These Rules govern the transaction of business by the Port Board.

**ARTICLE II.
Organization of the Commission**

A. The Board will elect as its officers a President, Vice-President, and Secretary at its first regularly scheduled meeting of each calendar year.

B. The term of each Board officer will run for one (1) year beginning when elected, and terminating at the election of a successor. Vacancies in any office may be filled at any regular or special meeting of the Board. The office of President may not be held by a Commissioner for two consecutive years.

**ARTICLE III.
Duties of Officers**

A. The President shall:

Preside at all meetings, regular and special, work sessions and executive sessions of the Board in a manner consistent with these Rules; develop draft agendas, inclusive of their form,

content and sequence, for Board meetings; perform all such other duties as are incident to the office or are properly authorized by the Board; and authorize the issuance of and revisions to notices for meetings of the Board as provided for in these Rules.

B. The Vice-President shall:

During the absence or disability of the President, exercise all the functions of the President; and have such powers and discharge such duties as may be assigned from time to time by the Board.

C. The Secretary shall:

Ensure that the Port staff person designated as the Commission Coordinator duly assembles and distributes the Board briefing materials in advance of each Board meeting records meeting minutes, motions and resolutions adopted by the Commission; and otherwise perform such further duties as are incident to the office and as are properly authorized by the Board.

D. Signing of Official Documents:

The Board as a whole, when all Commissioners vote in favor of a particular action, or no fewer than two Commissioners, when one Commissioner is absent and the remaining two Commissioners vote in favor of a particular action, shall sign all resolutions, contracts, and other official documents on behalf of the Board in an open meeting, unless the Board authorizes the President or the Port's Chief Executive Officer to be the sole signatory an official document on behalf of the Port in an open meeting.

In the event a resolution, contract or other official document requires only two signatures, one of which is that of a Commissioner in their officer capacity (e.g. Board Secretary) who voted against the action, one of the remaining Commissioners who voted in favor of the action may sign the document on behalf of the Commissioner who voted against the action. Otherwise, in all other instances, where a Commissioner is either absent (excused or unexcused) or votes against an action, the Commission Coordinator should note in the signature line of the document for that Commissioner that they were "Absent" or "Voted Nay". Commissioners who attend Port meetings remotely shall be entitled to sign all relevant documents on which action was taken where they voted "Aye" prior to those documents becoming official Port documents.

ARTICLE IV. Meetings

A. Regular Meetings:

By resolution prepared by the Commission Coordinator and acted on during the last regular meeting of each calendar year, the Board shall establish its regular meeting schedule for

the following year consistent with RCW 42.30.070. Such resolution shall include an enumerated list of each regular meeting date and time for the year, in addition to any meetings that may be canceled due to national holidays or other known calendaring conflicts.

The Port will post the location of and dates and times for all regular meetings on its website (<http://www.portoflongview.com>) consistent with RCW 42.30.077.

B. Work Sessions:

The Board will schedule and hold work sessions as needed at the Port of Longview, 10 Port Way, Longview, Washington, 98632, unless specified otherwise in the applicable meeting notice. The Port shall give notice of each work session as a special meeting consistent with RCW 42.30.080(2).

The purpose of a work session is for the Commissioners to informally discuss Port issues and exchange ideas with Port staff and the public without the structure of a regular business meeting. Consistent with this purpose, the Commissioners will set the agenda. Port staff shall not add agenda items to a work session, except in response to a Commissioner's request and with the Board President's approval.

C. Although the Board may legally take action at a work session consistent with the Open Public Meetings Act, it will strive to limit taking any action during work sessions to extraordinary, exigent, or emergency circumstances where action is necessary prior to the Board's next scheduled regular meeting.

D. Special Meetings:

The President by communicating with the Chief Executive Officer, or any two Commissioners, by separately communicating with the Chief Executive Officer, may call a special meeting of the Board. To the extent Commissioners, other than the Board President, request a special meeting, it shall be the Chief Executive Officer's responsibility to coordinate with the Board President fixing the meeting date, time, and business to be transacted at the special meeting. Notice of a requested special meeting under this provision must be provided sufficiently in advance of the requested special meeting date to allow Port staff to prepare adequate briefing documents and resolutions in addition to the required twenty-four (24)-hour written notice of the meeting to provide adequate public notice of the meeting and agenda, both of which are required consistent with RCW 42.30.080.

A special meeting is limited to matters identified in the notice of the meeting. The Commissioners may hold an executive session during a duly noticed special meeting.

E. Board Briefing Materials:

Following each scheduled meeting of the Board, the Port's Chief Executive Officer shall work with the Board President to establish a draft meeting agenda for the next scheduled Board

meeting, whether it is a regular, special or work session meeting. Once the draft agenda is established, the Chief Executive Officer shall ensure that Port staff promptly submits to the Commission Coordinator all associated draft briefing documents, exhibits, and proposed resolutions such that the Commission Coordinator is able to prepare and transmit a complete Board meeting binder to each Commissioner and the Port's legal counsel in no less than one (1) week from the date of the next Board meeting. Items not submitted for possible inclusion on an Board regular meeting agenda within this timeline may not be included in an agenda, unless there are unforeseen extraordinary, exigent, or other emergency circumstances, as determined by the Board President in consultation with the Chief Executive Officer, necessitating Board action on an unanticipated and urgent item. Materials submitted for consideration by the Board during executive session shall not be included in the Board's briefing binder. The purpose of this section is to ensure that the Commissioners and the Port's legal counsel have adequate time to review items for discussion in each regular meeting.

F. Open Meetings and Public Records:

All regular, special, and work session meetings shall be open and public, and all meeting materials, except executive session materials, will be provided and made available to the public consistent with these Rules, the Open Meetings Act and the Public Records Act.

G. Executive Sessions:

The Board may meet in executive session, which shall be closed to the public during a regular or special meeting for all the purposes permitted by the Open Public Meetings Act and other laws, including, but not limited to, the following:

1. The consideration of matters affecting national security (RCW 42.30.110(1)(a));
2. The selection of a site or the acquisition of real estate by lease or purchase, when public knowledge regarding such consideration would cause a likelihood of increased price (RCW 42.30.110(1)(b));
3. The consideration of minimum price for the sale or lease of real estate when public knowledge regarding such consideration would cause a likelihood of decreased price (RCW 42.30.110(1)(c));
4. Review of negotiations on the performance of publicly bid contracts when public knowledge would cause a likelihood of increased costs (RCW 42.30.110(1)(d));
5. To consider, in the case of an export trading company, financial and commercial information supplied by private persons to the export trading company (RCW 42.30.110(1)(e));

6. The hearing of complaints or charges brought against such officer or employee unless such officer or employee requests a public hearing (RCW 42.30.110(1)(f));

7. The appointment, employment, or dismissal of a public officer or employee; provided that, final action setting that salary, discharging or disciplining an employee, or interviewing or appointing a candidate to elective office shall be at an open public meeting (RCW 42.30.110(1)(g) and (h));

8. Communications with legal counsel representing the agency concerning enforcement action, litigation or potential litigation to which the Port, the Board, and/or a Commissioner or Port employee acting in an official capacity is, or is likely to become, a party when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the Port (RCW 42.30.110(1)(i)). Port legal counsel is required to attend executive sessions called for this purpose;

9. That portion of a meeting during which the Board is planning or adopting the strategy or position to be taken by the Board during the course of any collective bargaining, professional negotiations, or grievance or mediation proceedings, or reviewing the proposals made in such negotiations or proceedings while in progress (RCW 42.30.140(4)(a)); and

The Board reserves the right to invite Port staff or others with some relationship to the matter being discussed, or who may provide assistance to the Board, to the executive session.

The Board will endeavor to hold executive sessions such that any disruption to the public is minimized and, if possible, at the same location or in close proximity to the location of the regular meeting. Notwithstanding this provision, the Board may enter into executive session during any meeting for any purpose consistent with the Open Public Meetings Act.

The public meeting will be reconvened following an executive session. If the Board intends to take action on any item discussed in the executive session, such action will be considered during the open session of the meeting, and as appropriate and required by law.

H. Adjournment or Continuation to a Special Meeting:

Adjournment or continuation to a special meeting, if necessary, shall be pursuant to notice as required by law.

I. Quorum:

Two (2) Commissioners shall constitute a quorum for the convening of a meeting.

J. Cancellation of a Meeting:

The President may direct the cancellation of any scheduled Board meeting.

K. Administration of Meetings:

Meetings shall be conducted in accordance with these Rules.

L. Commissioner Remote Attendance:

The Port would benefit by a Commissioner's ability to participate in meetings by means of remote communication. The Board recognizes the benefits of the fullest practicable attendance and participation by its members. Attendance via remote communication is intended to be an alternative method for participation by Commissioners in unforeseen extenuating circumstances. Attendance by remote communication may occur as follows:

1. A Commissioner may attend a meeting via remote communication in limited instances (no more than six regular meetings per calendar year, with no more than three consecutive regular meetings) when the Commissioner cannot attend in person due to either an unforeseen circumstance beyond their control or a planned personal absence.

2. A Commissioner wishing to attend a meeting via remote communication must provide notice to the Chief Executive Officer at least 24 hours prior to the scheduled meeting for unforeseen circumstances or with two weeks prior notice for a planned personal absence. The notice must advise of the Commissioner's intent to attend via remote communication and the reason(s) why the Commissioner cannot attend the meeting in person.

3. A Commissioner may not attend remotely unless satisfactory equipment is available at the physical location of the meeting. Satisfactory equipment means any telephone or other communications device equipped with a speaker junction capable of broadcasting the Commissioner's voice attending clearly and sufficiently enough to be heard by those in attendance at the meeting. The device must allow the Commissioner to pose and answer questions as posed from time to time.

4. During any meeting that a Commissioner is attending via remote communication, the Board President or presiding officer shall state for the record that a particular Commissioner is attending via remote communication and the reasons for such attendance.

5. Commissioners attending via remote communication may participate and vote during the meeting as if they were physically present at the meeting.

6. Commissioners attending via remote communication shall comply with all rules and procedures as if they were physically present at the meeting.

7. In the case of executive sessions, the Board may permit participation from remote location(s) only when the Board on a case-by-case basis considers such participation to be necessary and the Board is confident in the security of such remote communications.

M. Commissioner Absence and Excusal:

Each Commissioner is responsible for requesting to be excused from a duly noticed meeting of the Board so as to avoid causing a vacancy in the office under RCW 53.12.140, by nonattendance at meetings of Board for a period of sixty days unless excused by the Board. A Commissioner who is unable to attend a scheduled meeting will endeavor to notify the Chief Executive Officer no later than twenty-four (24) hours before the scheduled start of the meeting, if feasible to do so, and in any event as soon as practicable, to request excusal. The Chief Executive Officer will promptly inform the President (or other officer presiding over the meeting) of the Commissioner's excusal request prior to the meeting. The President (or presiding officer) shall note the Commissioner's request for excusal on the record for the minutes, and shall also state whether the Commissioner's absence is or is not excused. Alternatively, during the Roll Call / Introduction of Commissioners portion of any meeting, as noted in Article V below, the Board may take action on the Commissioner's excusal request by motion as provided for in Article VI.

The Board shall automatically excuse the absence of a Commissioner resulting from attendance to other Port business.

**ARTICLE V.
Order of Business**

- A. Regular meetings will ordinarily follow the below prescribed format:
1. Call to Order
 2. Pledge of Allegiance
 3. Roll Call / Housekeeping
 4. Approval of Agenda / Consent Agenda (Commission action)
 5. General Public Comment (for items not on the agenda)
 6. Awards / Presentations
 7. Staff Reports

 8. Standard Action Items (brought following prior advisory consideration) ;
 - a. Staff Presentation (if needed)
 - b. Motion and Second
 - c. Public Comment Period
 - d. Commissioner Deliberation (no public comment)
 - e. Action on Motion or Resolution

 9. Urgent Action Items – (brought without prior advisory consideration)
 - a. Staff Presentation
 - b. Motion and Second
 - c. Public Comment Period

- d. Commissioner Deliberation (no public comment)
- e. Action on Motion or Resolution

10. Advisory Items

- a. Staff Presentation
- b. Public Comment (on all advisory items)
- c. Commissioner Deliberation (no public comment)

11. Additional General Public Comment Period (Commission discretion)

12. Chief Executive Officer's Report

13. Commissioner Reports

14. Executive Session

15. Reconvene

16. Good of the Order

17. Adjourn Meeting

B. The Board reserves the right to change the order of business set forth above at any time.

C. All proceedings of the Board will be by consensus, motion, or resolution recorded in minutes maintained for that purpose, which shall be publicly available.

D. Commissioner Reports at meetings shall be confined to official Port business, and other matters specifically approved in advance by the Board where a Commissioner has been asked to attend a community event or other gathering in an official capacity.

ARTICLE VI.

Guidelines for Public Comment / Participation at Meetings

A. General Procedures. The following general procedures are applicable to all types of public comment at Board meetings.

1. Sign-In Procedures. The Port will provide a sign-in sheet for those who wish to provide general comment at public meetings. The sign-in period for public comment will begin when the public meeting space opens and will close when the meeting is called to order. Commenters are strongly encouraged to provide their name and city of residence on the sign-in sheet in order to be called.

2. Limitations on Use of Public Comment for Campaigning or Advertising. No person may use public comment periods for the purpose of campaigning or promoting a campaign, whether for an election or ballot proposition. In addition, no person may use public comment periods for the purpose of commercial advertising. These limitations do not prevent or preclude any person addressing the Board from expressing views or opinions on matters

related to the Port's business or within the Board's jurisdiction. In addition, these limitations do not prohibit individuals or organizations from promoting public events relating to Port business.

3. Comments to be Directed to Board President. All public comments should be directed to the Board President (or presiding officer). In order to hear as many people as possible during the General Public Comment Period, the Board will refrain from responding to individual comments. Following the General Public Comment Period, the Board may deliberate with each other, or direct Port staff to follow up, on one or more of the public comments. For public comments made during the Action, Urgent or Advisory Item comment periods, the Board at the President's discretion may choose to respond to one or more public comments at the end of the public comment period. The purpose of public comment during the Action, Urgent or Advisory periods is for the Board to receive public input on issues under consideration before it takes action and not to debate or deliberate with the public on issues before the Board.

4. Courtesy. All speakers (members of the public, Port staff, and Commissioners) shall be courteous in language, tone and demeanor and shall confine remarks to those facts that are germane and relevant to the matter under consideration. All cell phone should be turned off or turned to vibrate only. If either cell phone use or a cell phone ring tone disrupts a Board meeting, the Board reserves the right to request that the cell phone user only use the phone outside of the meeting room.

B. Procedures for General Public Comment. The Board will allow general public comment on issues related to Port business that are not on the agenda, subject to the following procedures:

1. The general public comment period held at the beginning of the meeting will be limited to 30 minutes. If there are more than ten (10) commenters who wish to make public comments during the general public comment period, then the Board reserves the right to defer such additional general public comment to proceed with meeting business, and instead hold an additional general public comment period prior to the conclusion of the meeting.

2. Each commenter will be allowed three (3) minutes for individual comment. In order to ensure audio coverage of comments made, commenters must approach and speak from the microphone equipped podium in the meeting room.

3. The subject of public comments during the general public comment period must be related to Port business.

C. Procedures for Public Comment on Action, Urgent or Advisory Items. The Board shall also provide separate public comment periods during the meeting for action, urgent and advisory and items appearing on the meeting agenda. Each commenter shall be allowed three (3) minutes to provide comments on the specific agenda item under consideration by the Board

at the time the commenter chooses to speak. In order to ensure audio coverage of comments made, commenters must approach and speak from the microphone equipped podium in the meeting room.

D. Disruptive Behavior. Disruptive behavior includes, but is not limited to: speaking beyond the allocated time limit; clapping or making other disruptive sounds or gestures at commenters or Commissioners; preventing members of the public from hearing or viewing the discussion of the Board, whether by standing or holding a banner or sign in a manner that obstructs view of or passage through the meeting room, and speaking in a volume louder than low, conversational tone when not recognized by the President for public comment; or serial comments from several public commenters that has the effect of tagging together three minutes segments to speak for a longer period.

E. Curtailling Public Comment. The President has discretion to curtail public comment that exceeds allotted time, is beyond the scope of the subject agenda item under consideration, is overly repetitive, or includes disruptive behavior as defined in Section VI-D below. The President will first request that the commenter follow these guidelines. If an individual fails to comply with the President's request, the President may deem the individual out of order and direct that the individual be removed from the Board meeting. If the individual presents a threat to those present at the meeting, the President may request assistance from law enforcement in removing the individual.

F. Security. In order to promote the efficiency of Board meetings, the President may request the presence of security for meetings expected to address sensitive and/or controversial subjects.

G. Commissioner Attendance at Non-Port Meetings. In the event a Commissioner attends a community event or other gathering not approved in advance by the Board, that Commissioner should make clear in the event or gathering if they choose to offer public remarks that their remarks are made as a private citizen and not as a representative of the Port.

ARTICLE VII. Motions

A. Except as otherwise required by these Rules, the Board shall transact its business by motion, which may be made by any Commissioner in attendance.

B. Voting on all motions shall be "Aye" or "Nay."

C. Concurrence of two (2) Commissioners shall be necessary and shall be sufficient for the passage of any motion.

D. Commissioners shall vote on all motions unless required to abstain due to an actual or apparent conflict of interest under RCW Chapter 42.52 and any applicable Board resolution, which sets ethical standards for Port Commissioners.

**ARTICLE VIII.
Resolutions**

A. All matters, which in the judgment of the Board, are of a legislative or ceremonial character shall be embodied in the form of resolutions. The text of the proposed resolutions shall be provided prior to the public meeting as set forth in these Rules.

B. Voting on all resolutions shall be "Aye" or "Nay."

C. Resolutions shall be numbered consecutively by the year in which they are enacted and the original copy of each resolution shall be duly authenticated in open session by the signature of the Commissioners voting in its favor. Adopted resolutions shall be filed, published on the Port's website, and recorded in minutes, which shall be public records.

**ARTICLE IX.
Minutes**

A. The Commission Coordinator will prepare draft minutes of each meeting and distribute them to the Board for review with other meeting materials. The Board prefers that the Commission Coordinator provide minutes for review no later than thirty (30) days after the subject meeting. The draft minutes must contain motions, actions taken, and a summary of each discussion item.

B. When the Board has approved the minutes of a meeting, the minutes as approved shall represent the final and considered determination of the Board as to the motions and resolutions set forth therein.

**ARTICLE X.
Publication of Meeting Materials**

A. Agendas, staff briefing memos, proposed resolutions, and any other supporting materials, will ordinarily be posted on the Port's website no later than 3:00 p.m. three (3) business days before a meeting, or as follows:

1. The preceding Friday before a Wednesday meeting;

Meeting materials posted on the Port's website may be modified at any time subsequent to posting and prior to the meeting based upon changes to the agenda or to reflect updates to posted materials.

B. Members of the public may request to be included on an email list for distribution of the Board agenda and meeting materials. The Port will email the agenda and a link to the meeting materials to those on this email list on the same day the materials are posted on the Port's website.

C. The Port will provide a hard copy of the final agenda and meeting materials at the Port's principal place of business during meetings.

ARTICLE XI.
Organizational Memberships

On an annual basis, and as part of the Port's annual budget preparation and approval process, the Board shall consider and approve its participation in membership organizations, in addition to establishing a primary and secondary Commissioner liaison for each Board approved membership organization. Prior to considering whether to join a new membership organization or continue an existing membership, the Board shall endeavor to evaluate each new organization's mission and vision statement, corporate status (e.g. whether incorporated or not), governing documents, annual budget / financial statement, a statement of membership benefits, as well as the role of fiscal agents if any, in order to assess the compatibility of the organization with the Port's mission driven budget objectives.

ARTICLE XII.
Official Seal & Port Logo

Pursuant to RCW 53.12.245, the Port's official seal shall on be used for official Port related business, as sanctioned by the Board. In addition, the official Port trademarked logo, as indicated below, shall not be used for purposes other than official Port business without the express consent of the Board.



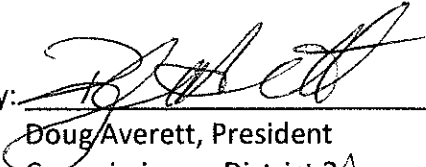
ARTICLE XIII.
Amendment of Rules

These Rules may be amended from time to time by Resolution.

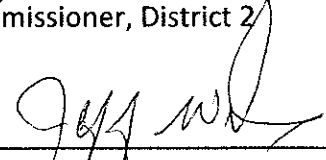
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ADOPTED by the Port of Longview Board of Commissioners this 12 day of April 2017.


**PORT OF LONGVIEW
BOARD OF COMMISSIONERS**

By: 

Doug Averett, President
Commissioner, District 2

By: 

Jeff Wilson, Vice President
Commissioner, District 1

By: 

Bob Bagaason, Secretary
Commissioner, District 1