

# Port of Orcas Bylaws

## Article I – Name

The name of the organization shall be the Port of Orcas.

## Article II – Object

The Port of Orcas is established for the purposes of acquisition, construction, maintenance, operation, development and regulation within the district of air transfer and terminal facilities, or any combination of such transfer and terminal facilities, and other commercial transportation, transfer, handling, storage and terminal facilities, and industrial improvements. (RCW53.04)

## Article III – Members

**Section 1.** The Port of Orcas Commission shall consist of five commissioners, duly elected by registered voters of Orcas Island, to 4-year staggered terms.

**Section 2.** In the event of a vacancy in the office of port commissioner by death, resignation or otherwise, such vacancy shall be filled at the next general election in which the district has access to the ballot. The vacancy in the interim shall be filled by appointment by a majority vote of the remaining commissioners within sixty (60) days of the creation of such vacancy.

**Section 3.** The commission shall abide by the commission working rules and operating procedures set forth in the attached document and/or pertinent resolutions. Commission working rules and/or resolutions shall be adopted, rescinded, or modified by a majority of commissioners.

## Article IV – Officers

**Section 1.** The officers of the Port of Orcas Commission shall be a chairman and a secretary.

- A. The Chairman shall convene regularly scheduled meetings, shall preside or arrange for other members of the commission to preside at each meeting in the following order: Secretary, next ranking commissioner by term. The Chairman shall also sign all resolutions, contracts, and other instruments on behalf of the commission as authorized by the commission, and shall perform all such other duties as are incident to the office or are properly required by the commission.
- B. The Secretary shall, during the absence or disability of the Chairman, exercise all the functions of the Chairman. In addition, the Secretary shall be responsible for keeping records of commission actions, including overseeing the taking of minutes at all board meetings, overseeing the sending out of meeting announcements, overseeing the distribution of minutes and agendas to all Commission members, assuring that all minutes and resolutions are properly maintained, and such further duties as are incident to the office and as are properly required by the commission.

**Section 2.** The officers shall perform the duties described in the parliamentary authority and these bylaws.

**Section 3.** The officers shall be elected by majority vote at the first regular meeting of each calendar year to serve a term of one year or until their successors are elected. Their terms of office shall begin immediately.

**Section 4.** No person shall hold office if he/she is not a member, and no member shall hold more than one office at a time.

**Section 5.** The commission may, from time to time, establish such Standing Committees as it deems necessary to conduct its more specialized work. The composition of a Standing Committee shall be determined by the commission chairman. To remain in compliance with the Washington Open Public Meeting Act (RCW 42.30), Standing Committees shall report directly to the whole commission on their work.

## **Article V – Meetings**

**Section 1.** All meetings and work sessions shall be open and public except as otherwise provided by these bylaws and shall be held in accordance with the State of Washington Open Public Meetings Act (RCW 42.30).

- A. Regular meetings of the Port of Orcas Commissioners shall be held at 5PM on the fourth Monday of every month in the Port of Orcas conference room or via Zoom, unless otherwise ordered by the Chairman.
- B. Special meetings may be called for at any time either by the Chairman or by a majority of the commissioners by written notice in accordance with the State of Washington Open Public Meetings Act.
- C. The commission 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.

**Section 2.** Agendas for regular and special meetings shall be sent to local media, and posted on the door of the Port of Orcas conference room at least 24 hours in advance.

**Section 3.** Recesses may be called from time to time for a good reason by the commissioner presiding over any meeting.

**Section 4.** Adjournment or continuation of any meeting to a special meeting shall be pursuant to giving of notice of such special meeting as required by law.

**Section 5.** Three commissioners shall constitute a quorum.

## **Article VI – Parliamentary Authority**

The rules contained in Robert’s Rules of Order, newly revised, shall govern the Port of Orcas Commissioners in all cases where they are not inconsistent with these bylaws and any special rules of order the commission may adopt.

## **Article VII – Amendment**

These bylaws may be amended at any regular or special meeting of the Commission by a majority vote, provided that notice of the amendment was given to all commissioners at the previous meeting.

*Adopted 5/23/01*

*Revised 7/11/02 (meeting days)*

*Revised 12/12/08 (meeting days)*

*Revised 2/12/14 (meeting time established)*

*Revised 10/25/21 (meeting time and date revised)*

