

## **RESOLUTION NO. 1-25**

### **A RESOLUTION ADOPTING RULES GOVERNING THE TRANSACTION OF BUSINESS BY THE PORT OF MANCHESTER**

**WHEREAS**, the Port of Manchester is a Port District organized and existing under the laws of the State of Washington, and

**WHEREAS**, the laws of the State of Washington provide that the port Board of Commissioners shall by resolution adopt rules regarding the transaction of business (RCW 53.12.245)

**NOW THEREFORE IT IS HEREBY RESOLVED**, that the Port of Manchester Board of Commissioners hereby adopts the Rules set forth below, which shall be effective upon adoption.

#### **ARTICLE I Preamble**

These rules will govern the transaction of business by the Port of Manchester Board of Commissioners.

#### **ARTICLE II Roberts Rules of Order**

Roberts Rules of Order, as amended is adopted as the defining authority in the transaction of business by the Port.

#### **ARTICLE III Organization of the Board of Commissioners**

- A. The Commission will annually elect a President, Vice-President, and Secretary.
- B. The Board of Commissioners will elect officers at its first regular meeting of each calendar year. The term will run for one-year beginning when elected and will terminate upon the election of a successor. Vacancies in an office may be filled at any regular or special meetings of the Board of Commissioners.

**ARTICLE IV**  
**Duties of Officers**

A. PRESIDENT

Preside at all meetings and executive sessions of the Board of Commissioners in a manner consistent with these Rules; sign all resolutions, contracts and other instruments on behalf of the Board of Commissioners as authorized by the Board of Commissioners; perform all other such duties as are incident to the office or are properly required by the Board of Commissioners; and authorize the issuance of notices for regular and special meetings and study sessions of the Board of Commissioners as provided for in these Rules.

B. VICE-PRESIDENT

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 of Commissioners.

C. SECRETARY

Ensure the recording of the minutes, motions and resolutions adopted by the Board of Commissioners; and otherwise perform such further duties as are incident to the office and as are properly required by the Board of Commissioners.

D. TEMPORARY ABSENCES

Any Commissioner who shall be elected to act for an incumbent elected officer during the temporary absence or disability of such officer shall exercise all the functions of the incumbent officer, but only during the continuance of the absence or disability of such official.

## **ARTICLE V**

### **Meetings**

#### **A. REGULAR MEETINGS**

The Port of Manchester regular meetings are scheduled on the second Monday evening of each month at 6:00 pm at the Manchester Public Library, 8067 E. Main Street, Port Orchard, Washington, unless specified otherwise. The Port of Manchester website, [www.portofmanchester.com](http://www.portofmanchester.com), will list the date, time, and location of all regular meetings within 20 days of the scheduled meeting date.

#### **B. SPECIAL MEETINGS**

The President or any Commissioner may call a special meeting of the Board of Commissioners by notifying the Contract Administrator of the proposed meeting date and business to be conducted at the special meeting. The public should be provided with at least 24-hours' notice of a special meeting. A public notification and agenda will also be posted, as required by the Open Public Meetings Act.

A special meeting is limited to those matters specified in the notice. The Board of Commissioners may hold an executive session during a special meeting with appropriate notice.

#### **C. OPEN MEETINGS**

Regular and special meetings are open to the public except as otherwise provided by these Rules.

#### **D. EXECUTIVE SESSIONS**

The Board of Commissioners may meet in executive session, which shall be closed to the public during a regular or special meeting for all purposes permitted by the Washington State Open Public Meetings Act (RCW 42.30) and all other applicable laws and regulations.

The Board of Commissioners may invite Port of Manchester staff or others with a relationship to the matter being discussed, or who provide assistance to the Board of Commissioners, to the executive session.

To avoid inconvenience to the public during regular meetings, the Board of Commissioners will endeavor to hold executive sessions immediately prior to a regular meeting.

The public meeting will be reconvened following the executive session. Items discussed in the executive session will be considered during the meeting, as appropriate and required by laws and regulations.

E. QUORUM

Two Commissioners shall constitute a quorum for the convening of a meeting and voting.

F. COMMISSIONER ABSENSE & EXCUSAL

Each Commissioner is responsible for requesting to be excused from regular or special meetings of the Board of Commissioners so as to avoid causing an inadvertent vacancy in the office according to RCW 53.12.140. A Commissioner who is unable to attend a regular or special meeting will notify the other Commissioners and Contract Administrator no later than two-hours before the scheduled start of the meeting, if feasible to do so. The Presiding Officer will note the Commissioner's request for excusal on the record for the minutes and shall also state for that purpose whether the absence is or is not excused.

**ARTICLE VI**  
**Order of Business**

- A. The Port of Manchester Contract Administrator will publish a meeting agenda prior to the meeting.
- B. The President or Presiding Officer will adhere to the agenda as much as possible, with general public comment allowed during each meeting.
- C. The Commissioners may agree to change the order of business set forth in the agenda at any time.
- D. All proceedings of the Board of Commissioners will be by consensus, motion, or resolution recorded in minutes maintained for that purpose.

## **ARTICLE VII**

### **Motions**

- A. Except as otherwise required by these Rules, the Board of Commissioners shall transact its business by motion, which may be made by any Commissioner in attendance.
- B. Concurrence of two Commissioners shall be necessary and shall be sufficient for the passage of any motion.
- C. Commissioners shall vote on all motions unless required to abstain due to an actual or apparent conflict of interest.

## **ARTICLE VIII**

### **Resolutions**

- A. All matters which in the judgment of the Board of Commissioners are of a legislative character shall be embodied in the form of a resolution. Text of the proposed resolution shall be provided prior to the public meeting.
- B. Resolutions shall be numbered consecutively by the year in which they are enacted and the original of each resolution shall be duly authenticated by the Presiding Officer and the Secretary. Adopted resolutions shall be filed, published on the Port of Manchester website, and recorded in books kept for such purposes. All resolutions shall be public records.

## **ARTICLE IX**

### **Minutes**

- A. The Contract Administrator will prepare draft minutes of each meeting and distribute them to the Commissioners for their review prior to the public meeting at which they are adopted. The minutes contain motions, action(s) taken, and a summary of discussion.
- B. When the Board of Commissioners has approved the minutes of a meeting, the minutes as approved shall represent the final and considered determination of the Board of Commissioners as to the motions and resolutions set forth therein.

**ARTICLE X**  
**Publication of Meeting Materials**

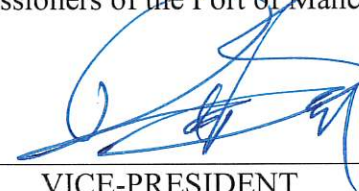
- A. Agendas, approved minutes, and resolutions will be posted on the Port of Manchester website as soon as possible after the public meeting at which approval took place.
- B. Copies of the meeting agenda, proposed resolutions, draft minutes, financial detail, and other pertinent meeting material will be available to the public at the site of the public meeting and prior to the opening of the meeting.

**ARTICLE XI**  
**Amendment of Rules**

These Rules may be amended by Resolution only.

**ADOPTED** by the Board of Commissioners of the Port of Manchester this 13th day of January, 2025.

  
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PRESIDENT

  
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VICE-PRESIDENT

  
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SECRETARY