

**PORT OF OLYMPIA COMMISSION
RESOLUTION 2015-18**

**A RESOLUTION OF THE PORT OF OLYMPIA COMMISSION
ADOPTING RULES GOVERNING THE TRANSACTION
OF PORT COMMISSION BUSINESS AND SUPERSEDING RESOLUTION 2015-05**

WHEREAS, the Port of Olympia Commission seeks to adopt rules governing the transaction of Port Commission business as required by RCW 53.12.245;

AND WHEREAS, this Resolution supersedes Port of Olympia Commission Resolution 2015-05;

NOW, THEREFORE, BE IT RESOLVED that the Port of Olympia Commission 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 Olympia Commission.

**ARTICLE II
Organization of the Commission**

- A. The Commission will annually elect a President, Vice-President, and Secretary.
- B. The Commission will elect officers at its first regular meeting at the beginning of each calendar year. The term will run for one (1) year beginning when elected, and terminate at the election of a successor. Vacancies in an office may be filled at any regular or special meeting of the Commission.

**ARTICLE III
Duties of Officers**

- A. The President shall:

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

C. The Secretary shall:

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

D. Temporary Absence:

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 IV

Meetings

A. Regular Meetings:

The Port of Olympia Commission regular meetings are scheduled on the second and fourth Monday evenings of each month at 5:30 p.m. at the Port of Olympia, Percival Plaza, 626 Columbia Street NW, Suite 1-B, Olympia, Washington, unless specified otherwise. The Port will post the location of all regular meetings on its website at <http://www.portolympia.com> at least 20 days prior to each meeting date.

B. Work Sessions:

The Port of Olympia Commission holds work sessions on the Thursday prior to the fourth Monday of each month at 2:30 p.m. at the Port of Olympia, Percival Plaza, 626 Columbia Street NW, Suite 1-B, Olympia, Washington, unless specified otherwise. The Port will post the location of all work sessions on its website at <http://www.portolympia.com> at least 20 days prior to each work session date.

The purpose of work sessions is for the Commissioners to informally discuss Port issues and exchange ideas without the structure of a regular business meeting. Consistent with this purpose, the Commissioners will set the agenda. Port staff will not add agenda items to work sessions except in response to a Commissioner request or with the President's approval. Although the Commission may legally take action at a work session consistent with the Open Public Meetings Act (Ch. 42.30 RCW), it will strive to limit action during work sessions to extraordinary, exigent, or emergency circumstances where action is necessary prior to the Commission's next scheduled regular meeting.

Meeting materials for work sessions will be provided and made available to the public consistent with these Rules.

C. Special Meetings:

The President or any Commissioner may call a special meeting of the Commission by notifying the Executive Director and Commission Coordinator of the proposed meeting date 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 provide required twenty-four (24)-hour written notice of the meeting to Commissioners and to provide adequate public notice of the meeting and agenda, both of which are required under the Open Public Meetings Act.

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

D. Open Meetings:

Regular and special meetings and work sessions shall be open and public except as otherwise provided by these Rules.

E. Executive Sessions:

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 (RCW 42.30) 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 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. 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));
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. That portion of a meeting during which the Commission is planning or adopting the strategy or position to be taken by the Commission 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

8. Communications with legal counsel respecting agency enforcement action, litigation or potential litigation to which the Port, the Commission, 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.

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

In order to avoid inconvenience to the public during regular meetings, the Commission will endeavor to hold executive sessions immediately prior to a regular meeting of the Commission and, if possible, at the same location or in close proximity to the location of the regular meeting. Notwithstanding this provision, the Commission 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. Items discussed in the executive session will be considered during the meeting, as appropriate and required by law.

F. 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.

G. Quorum:

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

H. Cancellation of a Meeting:

The President may direct the cancellation of a regularly scheduled Commission meeting.

I. Administration of Meetings:

Meetings shall be conducted in accordance with these Rules.

J. Commissioner Remote Attendance:

From time to time, it is not possible for a Commissioner to attend a Board of Commissioners meeting. In limited instances, the Port would benefit by a Commissioner's participation by means of remote communication. The Commission recognizes the benefits of fullest practicable attendance and participation by its members. Attendance from remote locations is intended to be an alternative and relatively infrequently used method for participation by Commissioners. Attendance by remote communication may occur as follows:

1. A Commissioner may attend a meeting via remote communication in limited instances when the Commissioner cannot attend in person. Qualifying limited instances include (1) occasions when an agenda item is time sensitive and remote access is needed for a quorum and (2) when it is important for all Commissioners to be involved in a decision, but a Commissioner is unable to be physically present.

2. A Commissioner planning to attend via remote communication must provide notice to the Executive Director at least 24 hours prior to the scheduled meeting. 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 Commission 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 Commission may permit participation from remote location(s) only when the Commission on a case-by-case basis considers such participation to be necessary and the Commission is confident in the security of such remote communications.

K. Commissioner Absence and Excusal:

Each Commissioner is responsible for requesting to be excused from regular or special meetings of the Port Commission, 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 Commission Coordinator no later than two hours before the scheduled start of the meeting, if feasible to do so, to request excusal. The Commission Coordinator will 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 for that purpose whether the Commissioner's absence is or is not excused. Alternatively, during the Introduction of

Commissioners portion of any meeting, as noted in Article V below, the Commission may take action on the Commissioner's excusal request by motion as provided for in Article VI.

The Commission shall automatically excuse 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. Introduction of Commissioners;
 3. Executive Session (if included as an agenda item as provided in Section IV of these Rules);
 4. Approval of Agenda, including request for Agenda additions or deletions;
 5. General public comment period;
 6. Commissioner response to public comment period (optional);
 7. Special recognition (if needed);
 8. Agenda action items;
 - a. Staff presentations, if needed;
 - b. Commissioner discussion;
 - c. Action by motion, vote, or resolution;
 9. Agenda action items – OTHER (matters brought for action without prior advisory);
 - a. Staff presentation, if needed;
 - b. Public comment;
 - c. Commissioner discussion;
 - d. Action by motion, vote, or resolution;
 10. Agenda advisory items;
 - a. Staff presentations, if needed;
 - b. Public comment (on all advisory items);
 - c. Commissioner discussion;
 11. Consent Calendar;
 12. Continued public comment, if needed;

13. Commissioner response to public comment period, if needed (optional);
 14. Commissioner Reports;
 15. Executive Director's Report;
 16. Litigation Report (at second regular Monday meeting of every month only);
 17. Other business (during this period, Commissioners may also raise new issue(s) and request to add such issue or issues to a future work session agenda or to send the issue or issues to the POCAC for review);
 18. Adjourn.
- B. The Commissioners may agree to change the order of business set forth above at any time.
- C. All proceedings of the Commission will be by consensus, motion, or resolution recorded in minutes and books maintained for that purpose, which shall be publicly available.

ARTICLE VI

Guidelines for Public Comment at Meetings

A. General Procedures. The following general procedures are applicable to all types of public comment at Commission 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 must provide their real name on the sign-in sheet in order to be called, and may not wear face masks to address the Commission.

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 Commission from expressing views or opinions over matters related to the Port's business or within the Commission's jurisdiction. In addition, these limitations do not prohibit individuals or organizations from promoting public events.

3. Comments to be Directed to Commission; Commission Response.

Comments should be directed to the Commission as a whole. In order to hear as many people as possible, the Commission will refrain from responding to individual statements until all public comment has been taken, or at the end of the allotted time for public comment, as applicable.

4. Courtesy.

All speakers (members of the public, Port staff, and Commissioners) shall be courteous in language and demeanor and shall confine remarks to those facts that are germane and relevant to the question or issue under discussion.

B. Procedures for General Public Comment. The Commission will allow general public comment on issues related to Port business, subject to the following procedures:

1. The general public comment period held at the beginning of the meeting will be limited to 30 minutes;

2. Each commenter will be allowed three (3) minutes for individual comment;

3. If there are more than ten (10) commenters who wish to make public comments during the general public comment period, then the Commission 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, and;

4. The subject of public comments not directed to a specific agenda item or items must be related to Port business.

5. The President will enforce these requirements and shall be allowed to curtail any individual public comment that exceeds allotted time, is beyond the reasonable scope of Port business, is overly repetitive or lengthy, or includes disruptive behavior as defined in Section VI-D below.

C. Procedures for Public Comment on Advisory and Action-Other Items. The Commission shall also provide separate public comment periods during the meeting for advisory and action-OTHER items appearing on the meeting agenda. These comment periods shall be subject to the general procedures set forth above as well as the following:

1. Each commenter shall be allowed three (3) minutes for individual comments.

2. The President shall be allowed to curtail any individual public comment that exceeds allotted time, is beyond the scope of the subject agenda item, is overly repetitive or lengthy, or includes disruptive behavior as defined in Section VI-D below.

D. Disruptive Behavior. Disruptive behavior includes speaking beyond the allocated time limit, preventing members of the public from hearing or viewing the discussion of the Commission, 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.

E. Curtailling Public Comment. The President has discretion to curtail public comment which violates these guidelines. 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 Commission 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 Commission meetings, the President may request the presence of additional security for meetings expected to address sensitive and/or controversial subjects.

ARTICLE VII Motions

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

B. Voting on all motions shall be "yea" 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 Port of Olympia Commission Resolution 2008-16, which sets ethical standards for Port Commissioners.

ARTICLE VIII Resolutions

A. All matters, which in the judgment of the Commission, are of a legislative character shall be embodied in the form of resolutions. 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 "yea" 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 and a book or books kept for such purposes, which shall be public records.

ARTICLE IX Minutes

A. Port staff will prepare draft minutes of each meeting and distribute them to Commissioners for review with other meeting materials. The Port Commission prefers that Staff

provide minutes for review no later than thirty (30) days after the subject meeting. The Minutes must contain motions, actions taken, and a summary of discussion.

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

ARTICLE X
Publication of Meeting Materials

A. Agendas, reports, cover memos, and any 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, as follows:

1. The preceding Thursday before a Monday meeting;
2. The preceding Monday before the Thursday 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 a voluntary e-mail list for distribution of Commission agenda and meeting materials. The Port will e-mail the agenda and a link to the meeting materials to those on this voluntary e-mail list on the same day the materials are posted on the Port’s website.

C. The Port will provide a hard copy of the agenda and/or meeting materials, if requested, by visiting the Port’s administrative office during the Port’s regular business office hours.

ARTICLE XI
Amendment of Rules

These Rules may be amended by Resolution.

ADOPTED by the Port Commission of the Port of Olympia this _____ day of _____, 2015.

PORT OF OLYMPIA COMMISSION

By: _____
George L. Barner, Jr., President

By: _____
Bill McGregor, Vice-President

By: _____
Michelle Morris, Secretary