

BYLAWS OF THE PORT OF PORTLAND

RESOLVED, that the following shall constitute the Bylaws of the Port of Portland.

ARTICLE I – MEETINGS

1. Regular Meetings. The regular monthly meeting of the Commission shall be held on the second Wednesday of each month, commencing between the hours of 8 a.m. and noon or upon other such day and time as fixed by the President of the Commission. When the day fixed for any regular meeting falls upon a day designated by law as a legal or national holiday, such regular meeting shall be held at the same time on the next succeeding day not a holiday.

2. Adjourned Meetings. Regular meetings may be adjourned to a specific time and place before the day of the next regular meeting.

3. Special Meetings. Special meetings of the Commission may be called at any time by the President and must be called by the President within 24 hours after receiving a written request from a majority of commissioners to do so. Such written request must specify the object or purpose for which the meeting is requested. Special meetings are subject to the same rules as regular meetings.

4. Emergency Meetings. Emergency meetings of the Commission may be called at any time by the President and must be called by the President within 24 hours after receiving a written request from a majority of commissioners to do so. Emergency meetings are subject to the same rules as regular meetings.

5. Notice of Meetings. Notice of all regular, adjourned, special meetings and emergency meetings shall be given to each member of the Commission at least 24 hours prior to the hour of such meeting. The notice of meetings shall also specify the object or purpose of such meetings. Notice of executive sessions as permitted under Oregon law shall also state the specific provision of Oregon Revised Statutes 192.660, authorizing the executive session. Notices of regular, adjourned, special, and emergency meetings shall also be given the public at least 24 hours prior to the hour of such meeting, except that in the case of an actual emergency, a meeting may be held upon such notice that is reasonably calculated to give actual notice.

6. Quorum. A majority of the commissioners, then members of the Commission, shall constitute a quorum.

7. Rules. Robert's Rules of Order shall be the parliamentary procedure for meetings of the Commission, except when a specific rule is provided by statute or these Bylaws.

ARTICLE II – OFFICERS

1. The Governor of the State of Oregon ("Governor") shall designate one member of the Commission as President of the Commission, who shall hold that office until removed from it by the Governor. The President of the Commission shall have the powers and perform the duties usual to the office of the President.
2. The President of the Commission shall designate from the other members of the Commission a Vice President, Treasurer and Secretary of the Commission, who shall hold those offices until removed from them by the President. Each officer shall have the powers and perform the duties usual to the respective offices.
3. The President, Vice President, Treasurer and Secretary of the Commission shall hold office at the pleasure of the Governor or the President of the Commission.
4. The Commission may appoint such Assistant Treasurers and Assistant Secretaries from its employees as it may determine. Such Assistant Treasurers and Assistant Secretaries shall perform such functions and duties as the Commission shall authorize from time to time.

ARTICLE III - EXECUTIVE DIRECTOR

1. The Commission shall appoint the Executive Director who will be responsible to the Commission for carrying out the policies and expressed instructions of the Commission. The Executive Director shall be responsible for the administration of Port affairs and shall carry out such other matters as may be specifically assigned by the Commission. The Commission Officers, after notice to all Commissioners, shall approve the rate of remuneration of the Executive Director.
2. The Executive Director shall appoint and employ such persons as is deemed requisite, necessary, or convenient in carrying on the work of the Port at such rate of remuneration as is deemed just and proper. The Commission, however, shall approve the initial employment and rate of remuneration of the Deputy Executive Director.

ARTICLE IV - ORDINANCES, RESOLUTIONS AND COMMISSION DIRECTIVES

In order to carry out the functions, policies, and programs of the Port, the Commission may adopt ordinances, resolutions, or may issue Commission policy specifically delegating to the Executive Director authority to carry out certain acts.

ARTICLE V – SEAL

The official and recognized seal of the Port of Portland is that affixed to the margin of these Bylaws.

ARTICLE VI - AMENDMENT OF BYLAWS

These Bylaws may be amended by the Commission by resolution duly adopted.