



# **BYLAWS**

## **OF THE**

# **CRESCENT CITY HARBOR DISTRICT**

[Amended June 20, 2023]

### **ARTICLE I – THE DISTRICT**

**Section 1.1: Name of District.** The name of the District is the "Crescent City Harbor District" its successors and assigns and is referred to as "the District."

**Section 1.2: Seal of District.** The Seal of the District shall be in the form of two concentric circles with the words "CRESCENT CITY HARBOR DISTRICT" in the form as affixed on the last page of these Bylaws.

**Section 1.3: District Office.** The Office, the official mailing address, and the meeting place of the District Board of Harbor Commissioners is located at 101 Citizens Dock Road, Crescent City, CA 95531, until otherwise provided by Resolution or amendment to these Bylaws.

**Section 1.4: Board.** "The Board" means the Board of Harbor Commissioners, its successors and assigns.

### **ARTICLE II – OFFICERS**

**Section 2.1: Officers.** The elected officers of the District are the President and the Secretary, who will be elected from the members of the Board. The District must also appoint a Chief Executive Officer/Harbormaster ("CEO/Harbormaster"), who may not be a member of the Board. The Board may appoint other officers from time to time to serve at the pleasure of the Board and who will not be members of the Board.

**Section 2.2: President.** The President has the following responsibilities:

- a. The President presides at all meetings of the Board.
- b. The President acts as the Board's primary representative to the CEO/Harbormaster.
- c. The President may decide when special meetings of the full Board need to be called to deal with issues that cannot wait until the next regular Board meeting.
- d. The President appoints members of the Board to serve on any committees of the Board, and the President also appoints members of any other committees. All

appointments by the President are subject to the consent of the person so appointed.

- e. The President may give other special assignments to Harbor Commissioners.
- f. The President will coordinate any communications with the news media on behalf of the Board.
- g. The President must also perform such other duties as assigned by the Board, these Bylaws, or as are commonly required of a presiding officer of a local government agency in California.
- h. The President oversees the Board's business and sets meeting schedules and agendas with input from other Board members and Harbor executive staff.
- i. In the absence of both the President and the Secretary, the most senior Commissioner in attendance will run any scheduled meetings.
- j. The President is authorized to sign checks and all documents as authorized by the Board.
- k. The President is elected by the Board annually and may be removed from office by the procedures outlined in Section 2.8 of these Bylaws.

**Section 2.3: Secretary.** The Secretary has the following responsibilities:

- a. The Secretary has the power to affix the District's Seal to all resolutions and ordinances adopted by the Board and to contracts and instruments authorized for execution on behalf of the District.
- b. The Secretary may, upon consultation with the CEO/Harbormaster, appoint a member of the District staff to assist in the Secretary's duties, such as preparing minutes and agenda packets.
- c. The Secretary acts as President pro-tem when the President is absent and is authorized to sign checks and attest to legal documents for the District as authorized by the Board.
- d. The Secretary is elected by the Board annually and may be removed by the procedures outlined in Section 2.8 of these Bylaws.

**Section 2.4: Board of Harbor Commissioners.** The Board has the following responsibilities:

- a. The Board is responsible for governance of the District [See (i.) below].
- b. The Board elects a President and Secretary annually.
- c. The Board adopts and bi-annually reviews the Budget, which will include an organizational diagram that identifies all current employment positions within the District and their status as full or part time positions. Any deviation from this Budget or organizational structure must be approved by the Board.
- d. The Board hires the CEO/Harbormaster, General Counsel, Special Counsel, auditors, engineers, and other outside consultants who serve at the pleasure of the Board.
- e. The Board approves travel requests over \$1,500.00 and approves any other expenditures of over \$12,000.00.
- f. The Board approves initiation and settlement of litigation by the District.
- g. The Board approves all Harbor leases and contracts over \$12,000.00.
- h. The Board develops specific plans to use as coordinating instruments for the Harbor's future.

- i. In compliance with applicable law, the Board develops and adopts ordinances, resolutions, bylaws, policies, and the public positions of the District.

**Section 2.5: Harbor Commissioners.** Individual Harbor Commissioners are referred to as “Commissioners” and have the following powers and duties:

- a. Commissioners have one vote each in developing policies, passing ordinances, resolutions, and motions of the Board.
- b. Commissioners are to make every effort to attend all meetings of the Board.
- c. Commissioners serve on committees and accept responsibilities as appointed by the President.
- d. Commissioners communicate with the President and the Board concerning the District’s business.
- e. Commissioners coordinate with and provide feedback to the CEO regarding staffing requirements for the District.
- f. Two Commissioners will jointly participate with the CEO on interviews and hiring recommendations for all management positions.
- g. Commissioners represent the Board when so delegated by the President or the Board.
- h. Commissioners do not direct staff.
- i. Commissioners will, prior to taking office, take the official oath administered by a person authorized by law to administer the oath.
- j. Upon election of a Commissioner, the District will file with the Del Norte County Clerk/Recorder a bond in the sum of five thousand dollars (\$5,000.00) made payable to the District and conditioned on the faithful performance of his or her duties in accordance with Harbors & Nav. Code § 6056.
- k. When the office of a Commissioner becomes vacant during his or her term, the vacancy will be filled for the unexpired portion of the term by appointment made by the majority vote of the remaining Commissioners. If the vacant Commissioner post is not filled within 30 days of the vacancy, the vacancy will be filled by appointment by the Del Norte County Board of Supervisors. (Harbors & Nav. Code § 6054.3; Gov. Code § 1778)
- l. Except where specifically authorized by Board action or for purely ceremonial purposes, individual Commissioners shall not make any statement, inference, or appearance or indicate in any way that he or she is representing the District or the Board on any action, decision, or policy direction. Individual Commissioners may not actually or implicitly promise or infer District or Board action, or promise that District staff will perform a specific action. When otherwise signing correspondence using their title as Commissioner and presenting their individual opinion and positions, individual Commissioners shall explicitly state that they do not represent the District and must not allow or encourage any inference that they are speaking on behalf of the Board, unless specifically authorized by the rest of the Board.

**Section 2.6: CEO/Harbormaster.** The CEO/Harbormaster serves at the pleasure of the Board and has the following responsibilities:

- a. The CEO/Harbormaster is responsible for recruiting and hiring personnel in accordance with these Bylaws, supervising staff performance, and the day-to-day operations of the District.

- b. The CEO/Harbormaster will act in accordance with these Bylaws as the Board's primary contact regarding recruiting and hiring personnel, staff performance, and day-to-day operations.
- c. The CEO/Harbormaster carries out the ordinances, resolutions, and policies of the Board.
- d. The CEO/Harbormaster prepares the agenda for all meetings of the Board in consultation with the President and staff.
- e. The CEO/Harbormaster is responsible for maintaining the records of the District, preparing the annual Budget, and the organizational structure of the employees for the District.
- f. The CEO/Harbormaster advises the Board, providing objective information, pros and cons of alternatives, and long-term consequences of decisions.
- g. The CEO/Harbormaster may make policy recommendations to the Board, but is bound by whatever action the Board takes.
- h. The CEO/Harbormaster initiates lease and union negotiations and brings draft agreements to the Board for approval.
- i. The CEO/Harbormaster will make a full report to the Board on any subject it requests and be transparent on all aspects of any requested report.

**Section 2.7: Additional Duties.** The Officers, the Board, and the Commissioners of the District must perform such other duties and functions from time to time as required by the Board, bylaws, resolutions, ordinances, or applicable law.

**Section 2.8: Election and Appointment of Officers.** The President and Secretary are elected from among the members of the Board, by a majority vote of the Board, and hold office until a successor is elected. Normally, an election is conducted at each annual meeting of the Board, providing a one-year term for each office. Any President or Secretary may continue in office by serving multiple terms consecutively. Notwithstanding any other provision herein, any President or Secretary may be removed from office by the affirmative vote of any three Harbor Commissioners.

**Section 2.9: Vacancies.** If the office of President or Secretary become vacant, the Board must elect a successor from the members of the Board at the next meeting, or as soon thereafter as possible.

**Section 2.10: Personnel.** The Board delegates the hiring of non-management personnel to the CEO/Harbormaster in accordance with these Bylaws.

**Section 2.11: Ethics Training.** All Management Personnel, Officers, and Commissioners of the District will complete at least two hours of training in general ethics principles and ethics laws relevant to his or her public service every two years. (Gov. Code § 53234, *et seq.*)

### **ARTICLE III – MEETINGS**

**Section 3.1. Swearing in of New Harbor Commissioners.** Harbor Commissioners who are duly elected pursuant to the Elections Code, take office at noon on the first Friday in December following the general District election. A Commissioner duly appointed to fill a vacancy must be sworn in as soon as feasible following their appointment. Prior to taking office, each Harbor Commissioner must take the official oath.

**Section 3.2: Annual Meeting.** The annual meeting of the Board will normally be the first regular meeting of the Board in January each calendar year, or such other date as the Board may find convenient.

**Section 3.3: Regular Meetings.** The Board will normally hold at least one regular meeting a month, at such time and place as is fixed by resolution of the Board. The meeting must be held within the District and will be open to the public. In addition to the notice required by law, the agenda for such meeting will be emailed to each member of the Board at least seventy-two (72) hours prior to the time of the meeting.

**Section 3.4: Special Meeting.** The President, or a majority of the members of the Board, may call a special meeting of the Board for the purpose of transacting any business designated in the special meeting agenda. In addition to the notice required by law, the agenda for a special meeting will be emailed to each member of the Board at least twenty-four (24) hours prior to the time of the special meeting.

**Section 3.5: Open Meetings.** All of the meetings of the Board will be open to the public except as otherwise authorized by law. All meetings will be conducted pursuant to applicable law.

**Section 3.6: Quorum.** The powers of governing the District are vested in the currently sitting Board. Three members of the Board constitute a quorum for the purpose of conducting meetings of the Board. When a quorum of the Board is present, action in the form of resolution or motion may be taken by a majority of those present unless otherwise required by law.

**Section 3.7: Agenda.** An agenda for meetings of the Board will be prepared and distributed as required by law. The CEO/Harbormaster is responsible for preparing and distributing the agenda in consultation with the President. Items may be placed on the agenda at the request of any Harbor Commissioner. In order to facilitate preparation and distribution of the agenda, Harbor Commissioners must submit the request and any supporting material to be included in the agenda packet to the CEO/Harbormaster at least six (6) calendar days prior to the next Board meeting. In order for an item to return on the agenda after action has been taken, only a Harbor Commissioner who voted on the prevailing side may request that it be placed on the agenda a second time.

**Section 3.8: Order of Business.** At each regular Board meeting, the following will be the order of business:

1. Call to Order.
2. Pledge of Allegiance.
3. Public Comment
4. Consent Calendar.
5. Items of Business.
6. Reports.
7. Board Comments.

For the convenience of the Board or others, the President may modify the order of business for any regular or special meeting. For the convenience of the public, closed sessions for personnel or litigation matters generally will be held at the beginning or end of the meeting as determined by the Board.

**Section 3.9: Rules of Procedure.**

- a. The Board may adopt, from time to time, such rules and regulations for the conduct of its meetings and affairs as are necessary and convenient. When necessary, the President may refer to Rosenberg's Rules of Order to supplement

the procedural rules established by law, contained in these Bylaws, or otherwise adopted by the Board.

- b. The President will call the meeting to order at the appointed time, announce the business before the Board in proper order, state and put all questions properly brought before the Board, preserve order and decorum, and decide all questions of order subject to an appeal to the entire Board.
- c. The President may participate in debate and vote on all issues before the Board.
- d. The President should not interrupt a speaker so long as the speaker is in order.
- e. The President will enforce the Board's rules for public participation.
- f. The President will rule any speaker out of order who is not in compliance with any rule or procedure, who is speaking too long, or who is being unduly repetitious, or who is extensively discussing irrelevancies.
- g. While on all questions of order and interpretation of the rules and priority of business it is the duty of the President to first decide the question, it is the privilege of any member of the Board to appeal the decision; and if the appeal is seconded, the Board will vote on whether the decision of the President stands.
- h. The Board may act by ordinance, resolution, or minute order (motion on the record.)
- i. Subject to appeal to the entire Board, the President may set the reasonable time for debate of a particular issue and may allot a reasonable time to each speaker, including members of the Board.
- j. The proper order for all actions is, after public comment is heard, for the members of the Board to ask clarifying questions, then for any member of the Board to make a motion (such as a motion to enact an ordinance), which if seconded, is subject for discussion prior to the vote. A motion for reconsideration may be made or placed on the agenda only by a member who voted with the prevailing side, although such a motion may be seconded by anyone.
- k. Each member of the Board attending a meeting will be allowed to speak, at least one time, prior to each vote on an issue. Speakers will obtain the floor from the President prior to speaking. The President may recognize himself or herself. The President will determine the order in which members of the Board speak.
- l. During discussion of a matter, members of the Board will confine themselves to the question before the Board. Members should refrain from attacking the motives of other members, but the nature and consequences of a measure may be condemned in strong terms. It is not the person, but the measure, that is subject to debate.

**Section 3.10: Public Participation.** The rules of public participation for Board meetings are set forth in the Brown Act and subject to the attached Appendix A.

**Section 3.11: Roll Call Vote on Resolutions, Ordinances, and Minute Orders.** Voting on all resolutions, ordinances, and minute orders coming before the Board of the District will be by roll call, and the ayes and nays will be entered upon the minutes of such meeting. No secret ballots are permitted.

**Section 3.12: Expenses over \$12,000.00.** Voting on all expenses over \$12,000.00 coming before the Board will be by roll call, and the ayes and nays will be entered upon the minutes of such meeting. No secret ballots are permitted.

## **ARTICLE IV- COMMITTEES**

**Section 4.1: Establishment.** The Board, by motion or resolution, may establish and dissolve committees from time to time. All committees will have such powers and authority as granted by the Board and may be modified from time to time.

**Section 4.2: Ad Hoc Committees.** Ad hoc committees are committees made up solely of two members of the Board for purposes of making investigations, gathering information, meeting with third parties or other agencies, and giving recommendations and advice to the Board. Ad hoc committees are generally expected to complete their business and make their recommendations to the Board within six months of their formation; although, the term may be extended if it turns out that it is impractical to complete the business or form the committee recommendations within that time.

**Section 4.3: President to Appoint.** The President will appoint members of all committees with agreement from the appointed members. The President may also appoint a new member to serve where a committee member is unable to attend or perform the functions of that committee member.

**Section 4.4: Standing Committees.** The Board may establish standing committees to be given such duties as the Board directs. Standing committees have continuing subject matter jurisdiction. Standing committees may be assigned or delegated such powers and decision-making responsibilities as deemed appropriate by the Board.

**Section 4.5: Other Committees.** The Board may establish other committees made up of any combination of representatives or users from the District, members of the public, or representatives of other agencies, as it deems appropriate.

**Section 4.6: Minutes and Formalities.** Unless required by law or Board action, ad hoc committees need not hold public meetings nor give advance notice of their meetings. Standing committees will prepare minutes of their meetings. Ad hoc committees will make regular written reports to the Board on any developments within the scope of the committee.

**Section 4.7: Application of the Brown Act.** Nothing in these Bylaws may be interpreted to allow any violation of the California Brown Act.

## **ARTICLE V - PASSAGE OF ORDINANCES**

**Section 5.1: Ordinances.** Ordinances will be enacted pursuant to the California Harbors & Navigation Code and any and all other applicable California laws. Before any ordinance may be adopted, the violation of which is a misdemeanor, a notice will be published in a newspaper of general circulation published in Del Norte County, stating generally the nature of the ordinance proposed, stating where and when a copy thereof may be inspected, and specifying the date, not less than twenty (20) days from the date of publication of such notice, on which the Board will meet for the purpose of adopting the ordinance. Ordinances will become effective immediately upon adoption by the Board unless another effective date is stated in the ordinances. All ordinances will be adopted and published as required by law.

**Section 5.2: Majority.** Passage of an ordinance requires the affirmative vote of three Harbor Commissioners.

## **ARTICLE VI - MISCELLANEOUS PROVISIONS**

**Section 6.1: Checks.** All checks of the District must be signed by at least two Commissioners. Any and all members of the Board are authorized to sign checks.

**Section 6.2: Access to Records.** The purpose of this section is to maximize access to the District's records for Harbor Commissioners, who must ultimately decide matters concerning the District, while keeping in mind the privacy concerns of personnel, the needs of litigation, and other legitimate concerns. Each member of the Board has access to read and review all records of the District, unless restricted by law. Private personnel records are not available to Harbor Commissioners, except as deemed necessary for the conduct of their business. Harbor Commissions generally should view personnel records in a closed session of the Personnel Committee or Board. The CEO/Harbormaster is responsible for maintaining the District's records. A Harbor Commissioner's request for access to nonpublic documents will be made through the CEO/Harbormaster. In the event of a dispute regarding access to the District's records, the CEO, the President, or a member of the Board may bring the matter before the entire Board, which will have ultimate responsibility for deciding such matters.

**Section 6.3: Attorney.**

a. The CEO/Harbormaster will be the Board's primary contact with any attorney representing the District. The President may also consult with any attorney representing the District with full Board approval.

b. The General Counsel will be the primary attorney representing the District. The General Counsel represents the District, not individual Commissioners. Nonetheless, the Board recognizes and affirms the right of individual Commissioners to consult directly and confidentially with the General Counsel on District related matters as they deem appropriate. Prudence should be used when exercising this privilege, and the subject matter of all consultations must be limited to official District business.

c. The President, the CEO/Harbormaster, or the Board may request that the General Counsel prepare a written opinion or attend a Board meeting to discuss legal issues.

d. The General Counsel will prepare or review leases, contracts, deeds and similar documents at the direction of the CEO/Harbormaster or the Board. Contracts, deeds, leases, and similar documents must include the General Counsel's signature approving the document as to form.

**Section 6.4: Compliance with Law.** These Bylaws must be interpreted as consistent with any and all applicable law.

## **ARTICLE VII – AMENDMENTS**

**Section 7.1: Amendments to Bylaws.** The Bylaws of the District may be amended by Resolution only with the approval of at least three members of the Board at a regular or special meeting.

The above Bylaws have been adopted by Resolution Number 2023-10 on June 20, 2023.
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## APPENDIX A

### RULES RELATED TO PUBLIC PARTICIPATION AT MEETINGS OF THE CRESCENT CITY HARBOR DISTRICT BOARD OF HARBOR COMMISSIONERS

- 1.) Every agenda for regular meetings of the Board will provide for an opportunity for members of the public to directly address the Board on any item of interest to the public before or during the Board's consideration of the item, so long as the item is within the subject matter jurisdiction of the District and providing that no action will be taken on any item not appearing on the agenda unless authorized by statute.
- 2.) Only members of the audience recognized by the President will have the floor. Any member of the public wishing to address the Board must seek recognition from the President by the raising of his or her hand during the discussion of the item or by submitting a written request for recognition to the Secretary prior to the meeting. Upon being recognized by the President, the person will state his or her name and identify any group or organization that he or she is representing. In the President's discretion, the period for public participation may be before or after any staff report on a particular item.
- 3.) Except for public hearings, each speaker will be limited to a maximum of three (3) minutes, and total public participation on any item will be limited to fifteen (15) minutes. The Board may extend the time limit for individual speakers or total audience participation, if in their discretion additional time is warranted. It is the responsibility of the President, or the President's designee, to keep track of time.
- 4.) Unless the Board determines that more time is warranted due to the complexity of, or public interest in, an item, each public hearing will be limited to thirty minutes, and individual speakers will be limited to five (5) minutes each. The Board may increase the time limits before or during a hearing if it determines such an increase is warranted.
- 5.) Irrespective of any time limits, the President will regulate a speaker who is speaking too long, being unduly repetitious, or extensively discussing irrelevancies.
- 6.) The President will rule a speaker out of order for cause. A speaker may not be ruled out of order due to substance of the comments unless comments are irrelevant to the subject at hand.
- 7.) After hearing from the public on an item, the President may close further audience participation to allow members of the Board to discuss the item among themselves and with staff. Harbor Commissioners may also ask for further comment or clarification from members of the audience after the public participation portion has otherwise been closed.
- 8.) Notwithstanding any other provision herein, the agenda and the Board need not provide an opportunity for members of the public to address the Board on any item that has already been considered by a committee composed exclusively of members of the Board at a public meeting wherein all interested members of the public were afforded the opportunity to address the committee on the item before or during the committee's consideration of the item. The Board will afford the public opportunity to speak on such an item if the Board determines that the item has been substantially changed since the committee heard the item.
- 9.) In the case of special meetings, the Board will limit public participation and discussion to only those items that were described in the notice of the meeting.

10.) The Board may exclude or expel any person who refuses to abide by the reasonable rules for public participation or who causes a disturbance. In addition, the Board may exclude or expel all persons from any meeting where a disturbance has been created that will not allow the meeting to continue unimpeded. In a case where persons have been expelled due to such a disturbance, the Board must readmit any journalists who were not involved in the disturbance and may establish a procedure for readmitting any individuals not responsible for willfully disturbing the orderly conduct of the meeting.

**SEAL OF THE CRESCENT CITY HARBOR DISTRICT**

