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ORDINANCE NO. HD- 2357

**AN ORDINANCE OF THE BOARD OF HARBOR
COMMISSIONERS OF THE CITY OF LONG BEACH
AMENDING AND RESTATING ITS BYLAWS**

Article I. – Powers and Duties

Article XII, Section 1200 of the City of Long Beach Charter establishes the "Harbor Department" to promote and develop the Port of Long Beach. The Charter further specifies that the Board of Harbor Commissioners (the "Board") shall be composed of five members and that the Board has exclusive control and management of the Harbor Department and the power and duty to govern and manage the operations and development of the Port of Long Beach for the needs of commerce, navigation, recreation and fisheries. These Bylaws shall guide the Board's exercise of such power and duty.

Article II. – The Board

Board members have authority to act collectively, not individually. Board members shall keep each other, the Executive Director and the Executive Officer to the Board informed regarding significant developments on any issue within the subject matter jurisdiction of the Board. A majority of Board members shall not, directly or through intermediaries, discuss any such issue or action to be taken except during a duly noticed public meeting.

Article III. – Election of Officers

A. Annual Election and Terms

At a regular meeting each July, the Board shall elect from its duly appointed membership a President, Vice President, Secretary, and one or more Assistant Secretaries. The election shall be administered by the Executive Officer to the Board in consultation with the Office of the City Attorney. Each officer shall serve a one-year term

1 that shall commence at the next regular meeting. The President and Vice President shall
2 not serve more than two consecutive one-year terms, provided, however, there shall be
3 no limitation of non-consecutive terms for members elected to President or Vice
4 President.

5 **B. Removal From Office**

6 Any member elected to President, Vice President, Secretary or Assistant
7 Secretary may be removed from office by a vote of at least three Board members at a
8 regular meeting of the Board at which at least four Board members are present.

9 **C. Procedures for Nominations and Elections of Officers**

10 The procedures for nominations and elections of Officers shall be carried
11 out by the Executive Officer to the Board in the following manner: Each board member is
12 deemed nominated to every office unless a Board member notifies the Executive Officer
13 in writing prior to the election that the Board member does not wish to be a nominee for a
14 particular office. Written ballots will be prepared by the Executive Officer identifying the
15 office open for election, the names of the nominees for these offices, and the name of the
16 Board member casting each ballot. The ballots will be distributed to each Board member,
17 at a regular meeting at which the election has been properly noticed, in the following
18 order: President, Vice-President, Secretary and Assistant Secretary, as applicable.
19 Board members will complete each ballot by selecting from among the list of nominees
20 one Board member for that office. Board members will then sign the ballot and submit
21 same to the Executive Officer. The votes for that office will be immediately tallied and the
22 results announced prior to the distribution of the next ballot. This process shall be
23 continued until all offices are filled.

24 **Article IV. – Authority and Duties of Officers**

25 **A. The President**

26 The President shall have the authority and duties prescribed by the Charter
27 and these Bylaws. With appropriate assistance from other Board members and staff, the
28 President:

- 1 i. Shall preside at all Board meetings;
- 2 ii. May propose a special purpose committee, its scope of work and
- 3 membership for Board consideration and approval at a duly noticed meeting;
- 4 iii. Shall execute documents and legal instruments where required by
- 5 the Charter or authorized by the Board;
- 6 iv. In consultation with the Office of the City Attorney, shall assure that
- 7 all laws, rules, regulations, and mandates are observed and executed;
- 8 v. Shall be the Board's chief spokesman and at all times, fairly
- 9 represent the acts, plans, positions and deliberations of the Board.

10 **B. Vice President**

11 Should the President be absent or disabled, or as directed by the President,

12 the Vice President shall perform the duties of the President or such other duties as

13 prescribed by the Board from time to time. The Vice President shall execute documents

14 and legal instruments where required by the Charter or authorized by the Board.

15 **C. Acting President**

16 If at any time the President and the Vice President are absent, or unable to

17 perform their duties, the Secretary shall perform the duties of the President.

18 **D. Secretary**

19 With appropriate assistance of the Board staff, the Secretary shall

20 discharge the duties assigned to the office by Charter, assure care and control of all

21 records and assure that accurate minutes of the Board's meetings are recorded and

22 maintained as public records. The Secretary shall execute documents and legal

23 instruments where required by the Charter or authorized by the Board.

24 **E. Assistant Secretary**

25 Should the Secretary be absent or disabled, or as directed by the President,

26 an Assistant Secretary shall perform the duties of the Secretary.

27 **F. Vacancies**

28 In the event the President is unable to serve or the office is otherwise

1 vacant, the Vice-President will assume the duties of President on an interim basis until
2 the Board holds a special election to fill the remainder of the President’s unexpired term.
3 Similarly, vacancies in the office of Vice President, Secretary and Assistant Secretary
4 shall be filled on an interim basis by the Secretary, Assistant Secretary, respectively, until
5 the Board holds a special election.

6 **Article V. – Committees**

7 **A. Special Purpose Committees**

8 The President may propose a special purpose committee and its scope of
9 work. Such a committee shall be formed upon approval of the Board.

10 **B. Appointments to Ex Officio Offices**

11 The President shall appoint Board members to serve on any external
12 boards, commissions and committees requiring representation of the Board, including the
13 Board of the Joint Powers Authority for the Intermodal Container Transfer Facility, the
14 Board of the Joint Powers Authority for the Alameda Corridor Transportation Authority
15 and the Interstate 710 Project Committee. The term of office for such ex officio
16 appointments shall be for approximately one year to approximate one-year term of the
17 President, subject to replacement by the Board.

18 **Article VI. – Executive Management and Staff**

19 **A. Executive Director**

20 The Board shall employ and appoint an Executive Director and prescribe
21 the accountability of the position. The incumbent at all times shall be professionally
22 qualified and appropriately empowered by the Board to serve as the chief executive of
23 the Harbor Department and to exercise the management of all affairs and activities
24 placed under the jurisdiction of the Commission.

25 The Executive Director shall have a standing duty to inform the Board on all
26 matters related to the exercise of its duties and responsibilities, and specifically, the
27 Executive Director shall provide the Board:

- 28 i. An annual financial plan, including a fiscal-year budget, capital

1 improvement report and updated projections of strategic financial management data;
2 ii. An annual marketing and sales plan, including the Port of Long
3 Beach’s market performance goals and achievements, and a summary of current and
4 projected market conditions;

5 iii. An annual organization and human resources assessment that
6 includes the Executive Director’s conclusions as to the strength and efficiency of the
7 Harbor Department’s organization structure, and management’s recommendations for
8 Board actions;

9 iv. An annual assessment of the Board’s comprehensive environmental
10 protection and improvement initiatives;

11 v. A detailed plan to guide the Harbor Department’s immediate and
12 strategic responses to critical public emergencies

13 vi. A program of orientation and preparation for appointees to the
14 Board;

15 vii. Timely reports and briefings on all significant occurrences in
16 international trade, competitor port issues, maritime industry trends, legislative and
17 regulatory matters, environmental issues, public affairs and community relations affecting
18 the Port of Long Beach and the port industry generally, and the Board’s mission to
19 promote, develop and support commerce, navigation, recreation and fisheries.

20 The Board and the Executive Director will set a schedule for periodic
21 evaluations by the Board of all operations and strategic plans.

22 **B. Assistant Executive Director**

23 The Board may appoint and employ an “Assistant Executive Director”, and,
24 in consultation with the Executive Director, prescribe the duties and accountability of the
25 position.

26 **C. Executive Officer to the Board and Other Support Positions**

27 To provide broad support to the Board’s policy, administrative and
28 communications functions, the Board may appoint and employ an Executive Officer to the

1 Board and prescribe the duties and accountability of the position.

2 The Board may also create such other positions it deems necessary to
3 support its operations and the work of the Executive Officer to the Board.

4 **Article VII. – Meeting Procedures**

5 **A. Regular Meetings**

6 The Board shall hold regular meetings at 411 W. Ocean Blvd, Bob Foster
7 Civic Chambers in the City of Long Beach, on the second and fourth Monday of each
8 month. The regular meetings shall begin at 1:30 p.m. If a regular meeting falls on a City
9 holiday, the meeting for that week shall be rescheduled or cancelled.

10 **B. Special Meetings**

11 The President or any three Board members may call a special meeting of
12 the Board in accordance with the notice requirements of Section 54956 of the
13 Government Code.

14 **C. Meeting Agendas and Procedures**

15 The President, in coordination with the other Board members, the Executive
16 Director and the Executive Officer to the Board, shall approve the agenda for each Board
17 meeting and assure that matters requiring Board hearing, discussion, deliberation or
18 action are addressed by the Board in an orderly and timely manner.

19 Committee chairpersons, in coordination with the other members, the
20 Executive Director and the Executive Officer to the Board, shall approve the agenda for
21 each committee meeting and assure that matters requiring committee hearing,
22 discussion, deliberation or action are addressed by the committee in an orderly and
23 timely manner, direct the scheduling of any additional committee meetings and assure
24 due public notice.

25 Regular Board meetings shall include periods for public comments on non-
26 agenda items within the jurisdiction of the Board. Normally each member of the public
27 shall be limited to three minutes to address any Board or committee agenda item and
28 three minutes to address any non-agenda items. These time periods shall be increased

1 to six minutes for speakers requiring translation. The President shall control time
2 allotments for public comments. When three or more persons appear to speak on a
3 single topic, the President will announce and apply reasonable time limits for public
4 comments, which time limits may be shorter than the normal time limits.

5 The rules of parliamentary procedure contained in Robert's Rules of Order
6 shall govern the Board and committees in all cases in which they are applicable and are
7 not inconsistent with these Bylaws.

8 **D. Quorum and Vote**

9 Three Board members shall constitute a quorum for a Board meeting.
10 Unless the Charter or Robert's Rules provide otherwise, a motion passes if supported by
11 at least a majority of members present (three out of five, three out of four, or two out of
12 three.) By Charter, certain actions, including adoption of ordinances and resolutions, and
13 transfers to the Tideland Operating Fund, require the affirmative vote of at least three
14 Board members. By Charter, adoption of resolutions authorizing contracts for work
15 usually performed by City employees requires the affirmative vote of at least four Board
16 members. Under Robert's Rules of Order, certain motions require for approval the
17 affirmative vote of at least two-thirds of the members present (four out of five, three out of
18 four, or two out of three). These motions include motions to close debate, limit debate
19 and to rescind a motion previously adopted.

20 Every member present when a vote is taken shall vote for or against the
21 question unless recused pursuant to Section 87105 of the Government Code or excused
22 by a majority of other members present.

23 **Article VIII. – Public Emergencies**

24 To the maximum extent practicable, the Board's response to a public
25 emergency will be guided by the California Emergency Services Act, Government Code
26 Sections 8550 and following, and standing plans of preparedness and recovery. The
27 President and Executive Director shall promptly communicate with the City Council, City
28 Manager and City Attorney regarding the need for a declaration of emergency to

1 establish powers and immunities to respond to the emergency. Throughout the
2 emergency the Board shall coordinate its activities with those of the City Council and City
3 Manager and may hold emergency meetings pursuant to Section 54956.5 of the
4 Government Code when prompt action is necessary due to the disruption or threatened
5 disruption of public facilities in the Port of Long Beach.

6 **Article IX. – Board Travel**

7 Travel by Board members and its management staff shall at all times relate
8 to Harbor Department purposes, needs, duties and responsibilities and will be done in
9 accordance with best business practices and applicable policies then in effect.

10 **Article X. – Amendments to Bylaws**

11 The Board may amend these Bylaws at any time by ordinance. The Board
12 shall review the Bylaws periodically for relevance and efficacy.

13 **Article XI. – Statement of Personal and Professional Conduct Values**

14 The Board shall strive to sustain the public trust in the actions, methods and
15 the performance of all Board members and Harbor Department personnel. The Board
16 shall exercise its powers and duties with emphasis on values of transparency and public
17 engagement. As guidance to all members and personnel, and in addition to all other
18 applicable ordinances and statutes related to open governance and ethical accountability,
19 the Board adopts this statement of values and commitments related to ethics,
20 professionalism and public service:

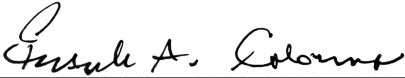
21 i. The Board is dedicated to the concepts of ethical best practices,
22 professionalism and public accountability in all aspects of Harbor Department operations.
23 The Board and Harbor Department personnel shall diligently avoid any conduct or action
24 that would violate the law or any conduct or action that may be perceived by the public as
25 a violation of sound ethics.

26 ii. The Board embraces the highest ideals of integrity in public and
27 personal relationships so as to sustain mutual respect among Board members, all Harbor
28 Department personnel and other government officials.

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The Board of Harbor Commissioners of the City of Long Beach ordains that these Bylaws are hereby approved and adopted. Resolution No. HD-2311 is hereby repealed and rescinded.

This ordinance shall be signed by the President or Vice President of the Board and attested to by the Secretary. The Secretary shall certify to the passage of this ordinance by the Board, shall cause the same to be posted in three (3) conspicuous places in the City of Long Beach, and shall cause a certified copy of this ordinance to be filed forthwith with the City Clerk. This ordinance shall take effect on the 31st day after its final passage.



President

ATTEST:


Secretary

I hereby certify that the foregoing ordinance was adopted by the Board of Harbor Commissioners of the City of Long Beach at its meeting of

May 10, 2021 by the following vote:

Ayes: Commissioners: Weissman, Olvera, Lowenthal, Neal,
Colonna
Noes: Commissioners: N/A
Absent Commissioners: N/A
Not Voting: Commissioners: N/A



Secretary