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ORDINANCE NO. HD-2027

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

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Article I – Preamble

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 – Offices

The Board shall operate from the Harbor Department Administration Building at 925 Harbor Plaza in the City of Long Beach. The telephone number for the Board is (562) 590-4104.

Article III – 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. Board members shall not, directly or through intermediaries, develop a collective concurrence as to any such issue or action to be taken except during a duly noticed public meeting.

Article IV -- Election of Officers

A. Annual Election and Terms

At a regular meeting each June, the Board shall elect from its duly appointed membership a President, Vice President, Secretary, and Assistant Secretary. 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 that shall commence on the first Monday after the first day of July. The President and Vice President shall not serve more than two consecutive one-year terms, provided, however, there shall be no limitation of non-consecutive terms for members elected to President or Vice President.

B. Removal From Office

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

C. Procedures for Nominations and Elections of Officers

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

1 continued until all offices are filled.

2 **Article V – Authority and Duties of Officers**

3 **A. The President**

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

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

16 **B. Vice President**

17 Should the President be absent or disabled, or as directed by the President,
18 the Vice President shall perform the duties of the President or such other duties as
19 prescribed by the Board from time to time. The Vice President shall execute documents
20 and legal instruments where required by the Charter or authorized by the Board.

21 **C. Acting President**

22 If at any time the President and the Vice President are absent, or unable to
23 perform their duties, the Secretary shall perform the duties of the President.

24 **D. Secretary**

25 With appropriate assistance of the Board staff, the Secretary shall
26 discharge the duties assigned to the office by Charter, assure care and control of all
27 records and assure that accurate minutes of the Board’s meetings are recorded and
28 maintained as public records. The Secretary shall execute documents and legal

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

2 **E. Assistant Secretary**

3 Should the Secretary be absent or disabled, or as directed by the President,
4 the Assistant Secretary shall perform the duties of the Secretary.

5 **F. Vacancies**

6 In the event the President is unable to serve or the office is otherwise
7 vacant, the Vice-President will assume the duties of President on an interim basis until
8 the Board holds a special election to fill the remainder of the President's unexpired term.
9 Similarly, vacancies in the office of Vice President, Secretary and Assistant Secretary
10 shall be filled on an interim basis by the Secretary, Assistant Secretary, respectively, until
11 the Board holds a special election.

12 **Article VI. Committees**

13 **A. Standing Committees**

14 The following standing committees are hereby established and all Board
15 members shall serve on all standing committees.

- 16 i. Engineering and Environment
- 17 ii. Finance and Support Services
- 18 iii. Trade Relations and Port Operations
- 19 iv. Legislative Issues
- 20 v. Human Resources

21 The President shall annually nominate chairs for each committee for Board
22 consideration and approval at a duly noticed public meeting. The President shall be
23 eligible to serve as chairperson of only the Human Resources committee.

24 **B. Special Purpose Committees**

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

27 **C. Appointments to Ex Officio Offices**

28 The President shall appoint Board members to serve on boards,

1 commissions and committee requiring representation of the Board, including the Board of
2 the Joint Powers Authority for the Intermodal Container Transfer Facility, the Board of the
3 Joint Powers Authority for the Alameda Corridor Transportation Authority and the
4 Interstate 710 Project Committee. The term of office for such ex officio appointments
5 shall be two years.

6 **Article VII. Executive Management and Staff**

7 **A. Executive Director**

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

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

- 16 i. An annual financial plan, including a fiscal-year budget, capital
17 improvement report and updated projections of strategic financial management data;
- 18 ii. An annual marketing and sales plan, including the Port of Long
19 Beach's market performance goals and achievements, and a summary of current and
20 projected market conditions;
- 21 iii. An annual organization and human resources assessment that
22 includes the Executive Director's conclusions as to the strength and efficiency of the
23 Harbor Department's organization structure, and management's recommendations for
24 Board actions;
- 25 iv. An annual assessment of the Board's comprehensive environmental
26 protection and improvement initiatives;
- 27 v. A detailed plan to guide the Harbor Department's immediate and
28 strategic responses to critical public emergencies

1 vi. A program of orientation and preparation for appointees to the
2 Board;

3 vii. Timely reports and briefings on all significant occurrences in
4 international trade, competitor port issues, maritime industry trends, legislative and
5 regulatory matters, environmental issues, public affairs and community relations affecting
6 the Port of Long Beach and the port industry generally, and the Board's mission to
7 promote, develop and support commerce, navigation, recreation and fisheries.

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

10 **B. Assistant Executive Director**

11 The Board may appoint and employ an "Assistant Executive Director", and,
12 in consultation with the Executive Director, prescribe the duties and accountability of the
13 position.

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

15 To provide broad support to the Board's policy, administrative and
16 communications functions, the Board may appoint and employ an Executive Officer to the
17 Board and prescribe the duties and accountability of the position.

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

20 **Article VIII. Meeting Procedures**

21 **A. Regular Meetings**

22 The Board shall hold regular meetings in the Board Room of the Harbor
23 Department Administration Building on Monday of each week but not on the last Monday
24 of each month. The regular meetings shall begin at 1:00 p.m., or immediately following
25 the conclusion of any meeting of a standing committee of the Board. If a regular meeting
26 falls on a City holiday, the meeting for that week shall be cancelled.

27 **B. Special Meetings**

28 The President or any three Board members may call a special meeting of

1 the Board in accordance with the notice requirements of Section 54956 of the
2 Government Code.

3 **C. Committee Meetings**

4 Standing committees shall hold meetings in the Board Room of the Harbor
5 Department Administration Building at 1:00 p.m. on Monday of each week in which there
6 is a board meeting and business before that standing committee.

7 **D. Meeting Agendas and Procedures**

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

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

18 Regular Board meetings shall include periods for public comments on non-
19 agenda items within the jurisdiction of the Board. Normally each member of the public
20 shall be limited to three minutes to address any Board or committee agenda item and
21 three minutes to address any non-agenda items. These time periods shall be increased
22 to five minutes for speakers requiring translation. The President shall control time
23 allotments for public comments. When three or more persons appear to speak on a
24 single topic, the President will announce and apply reasonable time limits for public
25 comments, which time limits may be shorter than the normal time limits.

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

1 **E. Quorum and Vote**

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

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

17 **Article IX –Public Emergencies**

18 To the maximum extent practicable, the Board's response to a public
19 emergency will be guided by the California Emergency Services Act, Government Code
20 Sections 8550 and following, and standing plans of preparedness and recovery. The
21 President and Executive Director shall promptly communicate with the City Council, City
22 Manager and City Attorney regarding the need for a declaration of emergency to
23 establish powers and immunities to respond to the emergency. Throughout the
24 emergency the Board shall coordinate its activities with those of the City Council and City
25 Manager and may hold emergency meetings pursuant to Section 54956.5 of the
26 Government Code when prompt action is necessary due to the disruption or threatened
27 disruption of public facilities in the Port of Long Beach.

28

1 **Article X. Board Travel**

2 Travel by Board members and its management staff shall at all times relate
3 to Harbor Department purposes, needs, duties and responsibilities and will be done in
4 accordance with best business practices.

5 **Article XI. Amendments to Bylaws:**

6 The Board may amend these Bylaws at any time by ordinance. The Board
7 shall review the Bylaws for relevance and efficacy annually.

8 **Article XII. Statement of Personal and Professional Conduct Values**

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

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

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

24 iii. The Board affirms the dignity and worth of public service by Board
25 members and Harbor Department personnel, and intends to nurture a constructive,
26 creative, and practical attitude toward Harbor Department governance and operations,
27 with an abiding sense of assuring the best interest of the public.

28 iv. The Board recognizes and reinforces the reality that professional

1 general management is essential to Harbor Department operations, and that the high
2 performance of the Harbor Department in serving international markets and the citizens
3 of Long Beach is a function of governance and management that is mutually supportive.
4 The Board is committed to improving the professional skills of its management staff and
5 all Harbor Department personnel and ensuring that the management staff is committed to
6 achieving the highest levels of professionalism and excellence.

7 v. The Board is committed to standards of official and personal conduct
8 that at all times and in all situations, project a clear impression that Board members and
9 Harbor Department personnel cannot be improperly influenced in the performance of
10 their official duties.

11 vi. The Board is committed to avoiding all conflicts of interest and even
12 the perception of conflicts of interest by Board members and Harbor Department
13 personnel and ensuring that Board members and the Executive Director as officers of the
14 City of Long Beach avoid assuming any office that may be incompatible with their role as
15 officers of the City of Long Beach.

16 vii. The Board respects the value of collegiality, recognizing that each
17 Board member has the power of one vote and that each member should participate fully
18 in the processes of decisions and Board actions, and that senior management input is
19 essential to the process of informed decision-making.

20 viii. Board members shall assure that their public comments accurately
21 represent Board positions , and that personal views are clearly distinguished from
22 positions of the Board.

23 **Article XIII. Ordinance Adoption and Effect**

24 The Board of Harbor Commissioners of the City of Long Beach ordains that
25 these Bylaws are hereby approved and adopted. Resolution No. HD-2424 is hereby
26 repealed and rescinded.

27 This ordinance shall be signed by the President or Vice President of the
28 Board and attested to by the Secretary. The Secretary shall certify to the passage of this

1 ordinance by the Board, shall cause the same to be posted in three (3) conspicuous
2 places in the City of Long Beach, and shall cause a certified copy of this ordinance to be
3 filed forthwith with the City Clerk. This ordinance shall take effect on the 31^st day after its
4 final passage.



President

7 ATTEST:

8 

Secretary

10
11 I hereby certify that the foregoing ordinance was adopted by the Board of
12 Harbor Commissioners of the City of Long Beach at its meeting of
13 August 18 _____, 2008 by the following vote:

14 Ayes: Commissioners: Cordero, Sramek, Walter, Hankla
15 _____
16 Noes: Commissioners: _____
17 Absent Commissioners: _____
18 Not Voting: Commissioners: _____

19 

Secretary