

**From:** [Don Etheridge](#)  
**To:** [Carl Uchytel](#)  
**Subject:** Re: By Laws  
**Date:** Monday, December 19, 2022 3:43:14 PM

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Yes please.

Sent from my iPhone  
Don Etheridge

On Dec 19, 2022, at 3:29 PM, Carl Uchytel <[Carl.Uchytel@juneau.gov](mailto:Carl.Uchytel@juneau.gov)> wrote:

Paul/Don –  
Should I be including this in the Ops agenda?  
Thank you,  
Carl

**Carl J. Uchytel, P.E.**

Port Director  
City & Borough of Juneau  
(907)586-0294  
[www.juneau.org/harbors](http://www.juneau.org/harbors)  
My email has changed to [Carl.Uchytel@juneau.gov](mailto:Carl.Uchytel@juneau.gov)

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**From:** Paul Grant <[Paul.Grant@juneau.org](mailto:Paul.Grant@juneau.org)>  
**Sent:** Monday, November 14, 2022 12:48 PM  
**To:** Don Etheridge <[Don.Etheridge@juneau.org](mailto:Don.Etheridge@juneau.org)>  
**Cc:** Carl Uchytel <[Carl.Uchytel@juneau.org](mailto:Carl.Uchytel@juneau.org)>  
**Subject:** RE: By Laws

Here is a new version – I found a couple more telephone/video issues in sections F-H of the Teleconference section.

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**From:** Paul Grant  
**Sent:** Monday, November 14, 2022 12:21 PM  
**To:** Don Etheridge <[Don.Etheridge@juneau.org](mailto:Don.Etheridge@juneau.org)>  
**Cc:** Carl Uchytel <[Carl.Uchytel@juneau.org](mailto:Carl.Uchytel@juneau.org)>  
**Subject:** By Laws

Don, here is a first cut at the Bylaws project. Here are some questions that we might want to discuss:

In paragraph 8, do we want committee votes to be a majority of the committee

members, or a majority of the quorum that is present? This is only significant for the OPS committee, which has a lower threshold for passing motions than the full board. I don't really have a strong opinion one way or the other.

In paragraph 11, this is a bit out of step with some thinking on COI situations. Usually, the board member declares the conflict, the Chair decides whether the member may vote, subject to being over-ruled by the full Board. This means that conflicts are not automatically disqualifying. The point is transparency, not avoiding voting. We can discuss whether this needs work. We may also need to consult with Ben about this.

Do we even want to keep telephone participation at all? It seems like it will probably never be used again, and I think we could just delete all references to it. For now I left it in but it would be easy to take out. The only situation I can see where it matters is where a Board member is somewhere that a phone is available, but a computer is not. I think that will be a very rare circumstance. Also, Board members on the telephone do not have access to the audio-visual materials that the rest of the Board is looking at, which makes their participation less informed. As far as I'm concerned we could just ditch the telephone altogether.

My edits messed up the pagination. We will need to find someone with more editing chops than I have to straighten that out.

Paul

<By Laws Revisions PHG V2.docx>

Presented by: The Manager  
Introduced: 06/09/2014  
Drafted by: A.G. Mead

**RESOLUTION OF THE CITY AND BOROUGH OF JUNEAU, ALASKA**

**Serial No. 2690**

**A Resolution Approving Amendments to the Bylaws of the Board of Directors of Docks and Harbors.**

WHEREAS, the Docks and Harbors Board of Directors is responsible for the administration and management of the Docks and Harbors under general direction of the Assembly; and

WHEREAS, CBJ 40.05.030 provides that the Docks and Harbors Board of Directors shall recommend bylaws for the administration and government of the Docks and Harbors, which bylaws shall become effective upon approval of the Assembly by resolution; and

WHEREAS, the Assembly may accept the bylaws recommended by the Docks and Harbors Board of Directors, may reject such bylaws, or may modify them; and

WHEREAS, at its regular meeting of May 29, 2014, the Docks and Harbors Board of Directors approved certain amendments to the bylaws consistent with CBJ ordinances and forwarded the same to the Assembly; and

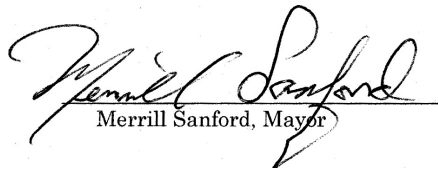
WHEREAS, the Docks and Harbors Board of Directors recommends that the Assembly approve the amended bylaws attached to this resolution.

Now, THEREFORE, BE IT RESOLVED BY THE ASSEMBLY OF THE CITY AND BOROUGH OF JUNEAU, ALASKA:

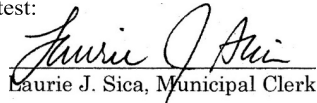
**Section 1.** The Assembly hereby approves the Docks and Harbors Board of Directors Bylaws, dated June 9, 2014, attached as Exhibit A

**Section 2. Effective Date.** This resolution shall be effective immediately upon its adoption.

Adopted this 9<sup>th</sup> day of June, 2014.

  
Merrill Sanford, Mayor

Attest:

  
Laurie J. Sica, Municipal Clerk

**CITY AND BOROUGH OF JUNEAU  
DOCKS AND HARBORS BOARD  
BYLAWS**

**ARTICLE I. NAME, DUTIES, AND POWERS**

1. NAME. The governing body of the City and Borough of Juneau Docks and Harbors shall be known as the City and Borough of Juneau Docks and Harbors Board, hereafter referred to as the Board.
2. DUTIES AND POWERS OF THE BOARD. The duties and powers of the Board regarding the operation of the municipally owned and operated port and harbor facilities are established by Charter Section 3.21 and Chapter 85.02 of the Code of the City and Borough of Juneau.

**ARTICLE II. BOARD MEMBERSHIP AND APPOINTMENT**

1. NUMBER OF DIRECTORS. The Board shall consist of nine (9) members.
2. APPOINTMENT. All Board members shall be appointed by the City and Borough of Juneau Assembly as provided by Section 85.02.010 of the Code of the City and Borough of Juneau.

A new member shall be seated immediately upon the call of the roll at the first Board meeting after the new member is appointed.

3. TERM OF APPOINTMENT. As provided in Section 85.02.010, Board members shall be appointed for staggered three-year terms and until their successor is appointed. Appointment terms will not violate the conditions set forth in Section 85.02.010.
4. VACANCIES. When the conditions set forth in Section 85.02.030 of the Code of the City and Borough of Juneau occur, the Chair will notify the Clerk's Office that a vacancy exists.

Vacancies on the Board shall be filled by the City and Borough of Juneau Assembly as provided by Section 85.02.030 of the Code of the City and Borough of Juneau and the Assembly Rules of Procedure.

A member filling a vacancy shall be seated immediately upon the call of the roll at the first Board meeting after the new member is appointed.

5. MEMBERS. The duties and responsibilities of the Board members shall be as set forth in Sections 85.02.60, 85.02.63, and 85.02.65.

**ARTICLE III. OFFICERS**

1. OFFICERS. Officers of the Board shall consist of a Chair, Vice Chair and any other officers as

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the Board may from time to time deem necessary.

2. ELECTION OF OFFICERS. Officers shall be elected at the annual Board meeting or at such time as offices become vacant.
3. TE RM. Each officer shall serve for a term to extend until the next annual Board meeting or until such time as they vacate the office.
4. REMOVAL. Any officer may be removed from his or her office by an affirmative vote of at least six (6) Board members at a meeting called for that purpose or by the Assembly in accordance with CBJ 85.02.030.
5. CHAIR. The Chair shall preside at all Board meetings.

The Chair shall assign tasks to Board members and committees and shall ensure that all business of the Board is carried out.

The Chair shall act as spokesperson for the Board and will have such other duties and responsibilities as delegated to him or her by the Board.

6. VICE CHAIR. The Vice Chair shall act as the Chair in the absence of the Chair.

**ARTICLE IV. COMMITTEES**

1. STANDING COMMITTEES. There shall be the following standing committees of the Board:

- \* Finance
- \* Operations & Planning

The Board or the Chair may designate such other standing committees as may be necessary to further the business of the Board. The Chair shall appoint each Board member to serve on at least one standing committee. The Board Chair shall serve as a voting member of all standing Committees.

The Chair shall appoint a Board member to serve as the Chair of each standing committee. No Board member shall chair more than one standing committee.

Unless otherwise directed by the Chair, all standing committees will function at the direction of the appointed committee Chair.

2. SPECIAL COMMITTEES. The Board or the Chair may establish special committees to facilitate any Board business.

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The Chair shall appoint two or more Board members and may appoint any individual that is not a member of the Board to serve on any special committee established.

The Chair shall appoint a Board member to serve as the Chair of each special committee.

Unless otherwise directed by the Chair, all special committees will function at the direction of the appointed committee Chair.

A special committee shall serve for a designated period of time or for the accomplishment of a particular task or tasks as determined by the Chair. No special committee shall serve beyond the annual Board meeting unless reconstituted by the newly elected Chair.

**ARTICLE V. MEETINGS**

1. REGULAR. The Board shall meet at least once each month at a place and time designated by the Chair.

The Board may act on any matter within its authority at a regular or annual Board meeting whether or not such item was identified in the notice of the meeting.

2. ANNUAL. An annual meeting shall be held on the last Thursday of July each year.

The annual Board meeting may be postponed by the Board to a certain day.

At the annual meeting, a Chair, a vice Chair and other such officers as the Board shall deem necessary, shall be elected.

3. EXCUSED ABSENCES. Any absence of a member from a regular Board meeting shall be deemed unexcused unless the member is absent as a result of attending to official business on behalf of the Board, for extenuating medical reasons or for other significant cause, in which case the absence may be deemed excused by the Board Chair.

4. SPECIAL. Special Board meetings may be called at any time by the Chair or any three (3) Board members for good cause, which must be ~~reaffirmed~~ reaffirmed at the beginning of any special meeting.

Only business identified in the notice of the meeting may be transacted at a special Board meeting.

5. COMMITTEE. Committee meetings may be called at any time by a committee Chair or by a majority of the committee's membership.

Any topic or item may be discussed that falls within the purview of the committee's charge as

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determined by the Chair, committee Chair, or a majority of the committee's membership.

6. **QUORUM.** For all Board meetings, a quorum shall consist of five (5) members in attendance or participating via telephone. For all committee meetings, a quorum shall consist of a minimum of three (3) voting committee members in attendance or participating via telephone.

7. **ADJOURNMENT, CONTINUATION, AND POSTPONEMENT OF MEETINGS.** If a quorum is not present at a meeting, the Chair or committee Chair may adjourn such meeting to a time and place he or she determines most appropriate; provided that notice of the time and place of the adjourned meeting shall be given to each Board or committee member and the general public at least twenty-four (24) hours prior to such meeting.

If a quorum is present at a meeting, such meeting may be continued or adjourned from day to day and no additional notice of such continuation or adjournment need be given.

~~8. —VOTES.~~ No person other than a Board member is entitled to vote at any Board or committee meeting, except that non-Board members who are appointed members of special committees may vote on matters coming before those committees. ~~within those committees.~~

~~8.~~ Each Board member shall be entitled to one (1) vote. No proxy votes may be used to constitute a quorum, transact business, or otherwise. To register a vote, the Board member must be present at the meeting or participating via telephone at the time the vote is taken.

An affirmative vote of at least five (5) Board members is required for a main motion to pass the Board. An affirmative vote of the majority of committee membership is required for a main motion to pass a committee.

9. **ORDER OF BUSINESS.** The following order of business shall be observed at all regular, annual, or special Board meetings and committee meetings insofar as practicable or necessary:

- Call to Order
- Calling of the Roll
- Port Director Requests ~~for~~ Agenda Changes
- Public Participation on Non-agenda Items
- Approval of the Previous Meeting Minutes
- Consent Agenda
- Unfinished Business
- New Business
- Items for Information
- Staff, Committee and Member Reports
- Board Administrative Matters
- Adjournment

As the first order of business after the calling of the roll at the annual Board meeting or at the first

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regular or special meeting after an officer vacancy has been recognized by the Board, the Chair, Vice Chair and/or other officers shall be elected.

The Port Director may include under the consent agenda:

- A. Actions to Propose Regulations for Public Comment
- B. Bid awards that have received Committee concurrence
- C. Resolutions
- D. Other items requiring Board action which do not involve substantial public policy questions.

10. BOARD MEETINGS PUBLIC. All Board and committee meetings are open to the public, except that executive sessions may be held in accordance with AS 44.62.310.

11. CONFLICT OF INTEREST. No Board member shall vote or deliberate on any question in which he or she has a conflict of interest as defined by Chapter O1.45 of the Code of the City and Borough of Juneau.

Such a Board member shall not be counted in determining the quorum for such a v ote.

~~12.~~ TELEPHONIC OR TELECONFERENCE PARTICIPATION.

A. A member may participate via telephone or video teleconference in a Board or Committee meeting, if ~~the member declares that~~ circumstances prevent physical attendance at the meeting. If the Chair chooses to participate by teleconference, the Vice chair shall preside.

~~B. No more than the first three members notifying the Board secretary regarding telephonic participation in a particular meeting may participate via telephone at any one meeting.~~

~~C.B.~~ C.B. The member shall notify the ~~Board secretary staff,~~ if reasonably practicable, at least four hours in advance of a meeting which the member proposes to attend by telephone or video teleconference, ~~and shall provide the physical address of the location, the telephone number, and any available facsimile, email, or other document transmission service.~~

~~D.C.~~ D.C. At the meeting, the Board or Committee secretary shall establish a telephone or video link connection when the call to order is imminent.

~~E.D.~~ E.D. A member participating by telephone or video teleconference shall be counted as present for purposes of quorum, discussion, and voting.

~~F.E.~~ F.E. The member participating by telephone or video teleconference shall make every effort to participate in the

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entire meeting. From time to time during the meeting, the presiding officer shall confirm the connection.

~~G.F.~~ The member participating by telephone or video teleconference may ask to be recognized by the presiding officer to the same extent as any other member.

~~H.G.~~ If the telephone connection or video link cannot be made or is made then lost, the meeting shall commence or continue as scheduled and the ~~Board secretary~~ staff shall attempt to establish or restore the connection, provided that if the member participating by telephone or video teleconference is necessary to achieve a quorum, the meeting shall be at ease, recess, or adjourn as necessary until the ~~telephone~~ connection is established or restored.

~~H.H.~~ Participation by ~~the~~ telephone or video teleconference shall be allowed only for regular, special, or committee meetings of the Board.

~~I.I.~~ Any member of the public present ~~with the member participating~~ by telephone or video teleconference shall be allowed to speak to the same extent he/she would if physically present at the meeting.

~~K.J.~~ As used in these bylaws, "telephone" means any system for two-way communication. "Video teleconference" means any service or computer platform which allows for participation by multiple persons, and which includes the capability for video presentation of written materials used during the meeting.

ARTICLE VI. PUBLIC HEARINGS, RULES FOR PUBLIC PARTICIPATION, AND APPEALS

1. PUBLIC HEARINGS AND RULES FOR PUBLIC PARTICIPATION. The Board may hold public hearings in accordance with established City and Borough of Juneau procedures to take public or other testimony on any issue dealing with Board duties or responsibilities. Public testimony will be conducted according to the following rules, ~~which will be available at the meeting:~~

A. The presiding chair of the meeting will conduct the hearing.

B. The presiding chair will open the hearing by summarizing its purposes and reemphasizing the rules of procedure.

C. The presiding chair may set a time limit for public testimony, for individual speakers, or both if it appears necessary to gain maximum participation and conserve time, and may for the same reason disallow all questions from the Board members to members of the public. A majority of the Board or Committee may extend the time limit. The time limit for individual speakers shall be uniform for all speakers and shall be strictly enforced. Speakers shall not have the right to transfer their unused time to other speakers, but the presiding officer may grant additional time to a person speaking on behalf of a group present at the meeting.

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D. Citizens will be encouraged to submit written presentations and exhibits. Material submitted to the Port Director's Office more than three business days before a meeting and comprising 10 pages or less will be eligible for copying for that meeting. Material submitted less than three days before a meeting will be distributed by the Port Director at the meeting provided the submission contains at least 15 copies.

E. The presiding officer will set forth the item to be discussed and will rule non-germane comments out of order.

F. All speakers, public, and members of the Board must be recognized by the presiding chair.

G. Members of the public will precede their remarks by stating their names, organizational affiliation (if applicable) and unless otherwise allowed by the presiding chair, their place of residence.

H. Members of the Board will be recognized by their surnames.

I. Members of the Board will not direct questions to each other or to the chair during the public participation except as to the conduct of the hearing.

J. Members of the Board may direct questions to a member of the public only to obtain clarification of material presented. The questions may not be argumentative, nor may they have the effect of unreasonably extending the time limit applicable to public speakers.

K. The public may direct questions to the Board or the administration. However, the Chair shall have discretion as to the appropriate manner and time for a response. In no case shall the Board engage in debate with the public.

L. The Port Director may participate in the same manner as members of the Board.

2. APPEALS TO THE BOARD. The Board will, in those instances allowed by the Code of the City and Borough of Juneau and under procedures established by the City and Borough of Juneau, hear and adjudicate public appeals regarding the application of Harbor rules, policies and procedures. The Board will adopt rules of procedure for handling appeals.

**ARTICLE V. PORT DIRECTOR**

1. PORT DIRECTOR. The Port Director serves at the pleasure of the Board as identified in Section 85.02.080 of the Code of the City and Borough of Juneau.

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The Port Director shall have the duties and responsibilities identified in Section 85.02.090, 85.02.110, and 85.02.130 of the Code of the City and Borough of Juneau.

**ARTICLE VIII. EFFECTIVE DATE AND AMENDMENTS**

1. **EFFECTIVE DATE OF BYLAWS:** These Bylaws, as amended, are effective ~~June 9th, 2014~~ June 9th, 2014.
2. **AMENDMENTS.** Any of these Bylaws may be amended by an affirmative vote of six (6) Board members at any regular or special meeting called for and approved by the Assembly.
3. **ADDITIONAL PROVISIONS.** Indemnification of Directors and Officers Each director and officer now or hereafter serving as such, shall be, and by virtue of this Bylaw provision hereby is, indemnified by the City and Borough of Juneau against any and all claims and liabilities to which they, their heirs, and personal representatives ~~ss,~~ have or shall become subject due to serving or having served as such director or officer, or neglected by them as such director or officer; and the City and Borough of Juneau shall reimburse each such person for all legal expenses (including attorney's fees) reasonably incurred by them in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of their own willful misconduct or gross negligence.

The amount paid to any director or officer by way of indemnification shall not exceed their actual, reasonable, and necessary expenses incurred concerning the matter involved. The right of indemnification, herein above provided for, shall not be exclusive of any rights to which any director or officer may otherwise be entitled by law.

Adopted via Resolution No. 2690 this -- 9<sup>th</sup> day of June, 2014.

  
Attested by Municipal Clerk