

**BYLAWS
OF
CHELAN DOUGLAS REGIONAL PORT AUTHORITY**

**ARTICLE I.
Registered Office and Registered Agent**

The registered office of the corporation shall be located in the state of Washington at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office. Any change in the registered agent or registered office shall be effective upon filing such change with the office of the Secretary of State of the state of Washington unless a later date is specified.

**ARTICLE II.
Members' Meetings**

2.1 Annual Meetings. The annual meeting of the Members of this corporation, for the purpose of election of officers and for such other business as may come before it, shall be held at the principal place of business of the corporation, or such other place as may be designated by the notice of the meeting, during the month of January every year. All annual meetings of the Members shall be held in compliance with the Washington Open Public Meetings Act.

2.2 Special Meetings. Special meetings of the Members of this corporation may be called at any time by the Chairman or by three or more Directors. No business shall be transacted at any special meeting of Members except as is specified in the notice calling for said meeting. The Board of Directors may designate any place as the place of any special meeting called by either the Chairman or three of the Directors. Such location shall be listed in the notice of such meetings. All special meetings of the Members shall be held in compliance with the Washington Open Public Meetings Act.

2.3 Notice of Meetings. Written notice of annual or special meetings of Members stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given by the secretary or persons authorized to call the meeting to each Member of record entitled to vote at the meeting. Such notice shall be given not less than two (2) business days before the meeting date. Notice may be transmitted by: Mail, personal delivery, electronically, or facsimile. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the books of the corporation. Written notice of regular meetings is not required.

2.4 Waiver of Notice. Notice of the time, place, and purpose of any meeting may be waived in writing (either before or after such meeting) and will be waived by any Member by his or her attendance thereat in person, unless the Member at the beginning of the meeting

objects to holding the meeting or transacting business at the meeting. Any Member so waiving shall be bound by the proceedings of any such meeting in all respects as if due notice thereof had been given.

2.5 Quorum and Adjourned Meetings. At any meeting of the Members, a majority of the Members entitled to vote shall constitute a quorum (e.g. 2 Commissioners from each Port district must be present). When a quorum is present at any meeting, a majority of the Members represented thereat shall decide any question brought before such meeting, unless the question is one upon which by express provision of law or of the Articles of Incorporation or of these Bylaws a different vote is required. No meeting may adjourn to a different date, time or place without giving proper notice to all Members entitled to vote.

2.6 Proxies. Voting by proxy shall not be permitted.

2.7 Voting. Every Member shall have the right at every Members' meeting to one vote, and the affirmative vote of a majority of the Members shall be necessary for the adoption of a motion or for the determination of all questions and business which shall come before the meeting.

ARTICLE III. Directors

3.1 General Powers and Duties. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors except as otherwise provided by the laws under which this corporation is formed, in the Articles of Incorporation, or in the Interlocal Cooperation Agreement entered into by the Port of Chelan County and the Port of Douglas County on June 11, 2019 (the "Interlocal Agreement"). The Directors shall act at all times in good faith and in a reasonable manner to the end that the purposes of the Interlocal Agreement are fulfilled.

3.1.1 The primary functions of the Directors shall be the following:

3.1.1.1 To functionally consolidate the operations and activities of the Port of Chelan County, the Port of Douglas County, and Pangborn Memorial Airport consistent with the Interlocal Agreement; and

3.1.1.2 To engage and carry on any lawful business or activity which may be, in the judgment of the Directors, at any time be necessary or useful or advantageous to the Members.

3.1.1.3 To carry on any activities necessary to carry out the objectives and purposes of the Interlocal Agreement.

3.1.2 Number. The number of Directors constituting the Board of Directors shall be six (6), representing the three elected commissioners from each Member port district.

3.2 Tenure. Each Director shall hold office so long as they are a Commissioner of the Member Port districts. No Director may be removed except by the Member who selected such Director.

3.3 Vacancies. In case of any vacancy in the Board of Directors, the Member who was represented by the former Director shall fill the vacancy. In case the office of Chairman becomes vacant, the Directors shall select a new Chairman at the next meeting of the Board.

3.4 Resignation. If any Director resigns from their Port Commission or is no longer a Port Commissioner, then said Director shall be deemed to have resigned as a Director of the corporation.

3.5 Meetings.

3.5.1 The annual meeting of the Board of Directors shall be held immediately after the annual Members' meeting at the same place as the annual Members' meeting or at such other place and at such time as may be determined by the Directors. No notice to the Directors of the annual meeting shall be necessary. However, all annual meetings of the Members and Directors shall be held in compliance with the Washington Open Public Meetings Act.

3.5.2 The Board of Directors shall approve a regular meeting schedule and provide notice of said schedule as required by Washington State law.

3.5.3 Special meetings of the Directors may be called at any time and place upon the call of the Chairman of the Board or three or more Directors. Notice of the time and place of each special meeting shall be given by the secretary, or the persons calling the meeting, by mail, personal delivery, or facsimile transmission at least two (2) days in advance of the time of the meeting. The purpose of the meeting shall be given in the notice. Notice of any special meeting may be waived in writing or by facsimile (either before or after such meeting) and will be waived by any Director by attendance thereat. All special meetings of the Directors shall be held in compliance with the Washington Open Public Meetings Act.

3.5.4 At any regular meeting of the Board of Directors, any business may be transacted, and the Board may exercise all of its powers. Written notice of regular meetings is not required.

3.6 Quorum, Voting and Adjournment.

3.6.1 Two (2) Directors from each Member shall constitute a quorum for the transaction of business at a meeting. On any matter before the Board, two (2) Directors from each Member must vote in favor of said matter as set forth in the Interlocal Agreement.

3.6.2 The Board may not continue to transact business at a meeting at which a quorum ceases to exist.

3.6.3 A majority of the Directors present may vote to adjourn any meeting to another time and place. If the meeting is adjourned for more than forty-eight hours, the Secretary shall give notice of the time and place of the adjourned meeting to the Directors who were not present at the time the meeting was adjourned.

3.6.4 Any matter approved by the Board shall not take effect unless and until it receives the approval of the Board of Commissioners of each of the Members.

3.7 **Presumption of Assent.** A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless:

3.7.1 The Director objects at the beginning of the meeting, or promptly upon the Director's arrival, to holding it or transacting business at the meeting; or

3.7.2 The Director's dissent or abstention from the action is entered in the minutes of the meeting.

ARTICLE IV.

Special Measures for Corporate Action

4.1 **Actions by Written Consent.** Written consents shall not be permitted because of the requirements of the Washington Open Public Meetings Act.

4.2 **Meetings by Conference Telephone.** Due to the requirements of the Washington Open Public Meetings Act, meetings held solely by conference telephone shall not be permitted. A Director may attend a meeting by telephone, or similar technology, if approved by the Board, and the Director's voice may be heard by all present, including the public, and the Director can hear all discussions and comments.

ARTICLE V.

Officers

5.1 **Officers Designated.** The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

5.2 **Election, Qualification and Term of Office.** Each of the officers shall be elected by the Board of Directors at each annual meeting of the Board. All of said officers shall also be Directors. Unless the officer is no longer a Director, each of said officers shall hold office from the date of his or her election until the next annual meeting of the Board of Directors and until his or her successor shall have been duly elected and qualified.

5.3 Powers and Duties.

5.3.1 President. The president shall be the chief spokesman for the Board of Directors with respect to dealings with third parties. He or she shall preside at meetings of the Board of Directors and meetings of the Members as set forth Article II.

5.3.2 Vice President. In the absence of the president or his or her inability to act, the vice president shall act in his or her place and stead and shall have all the powers and authority of the president, except as limited by resolution of the Board of Directors.

5.3.3 Secretary. The secretary shall: (1) keep the minutes of the Members' and of the Board of Directors' meetings in one or more books provided for that purpose; (2) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (3) be custodian of the corporate records; (4) keep a register of the post office address of each Member which shall be furnished to the secretary by such Member; (5) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

5.3.4 Treasurer. Subject to the direction and control of the Board of Directors, the treasurer shall have the custody, control, and disposition of the funds of the corporation and shall account for the same; and, at the expiration of his or her term of office, he or she shall turn over to his or her successor all property of the corporation in his or her possession.

5.4 Resignation or Removals. Any officer of this corporation may resign at any time by giving written notice to the Board of Directors. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, then upon its delivery. The corporation need not accept a resignation for the resignation to be effective. The Board of Directors, by vote taken pursuant to Section 3.6.1, may remove from office any officer or agent elected or appointed by it.

5.5 Vacancies. The Board of Directors shall fill any office which becomes vacant with a successor who shall hold office for the unexpired term and until his or her successor shall have been duly elected an qualified.

5.6 Salaries. The officers of the corporation should not receive a salary or payment beyond that received as a Director.

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ARTICLE VI.
Certificates of Shares and Their Transfer

6.1 Certificates of Membership. No certificates of membership shall be issued unless authorized by the Board. If authorized, certificates of membership of the corporation shall be in such form as is consistent with the provisions of the Washington Nonprofit Corporation Act and shall state:

6.1.1 The name of the corporation and that the corporation is organized under the laws of this state; and

6.1.2 The name of the Member to whom issued; and

6.1.3 Certificates shall be signed by the president and secretary of the corporation and the seal of the corporation may be affixed thereto.

6.2 Loss of Certificates. In case of the loss, mutilation, or destruction of a certificate, a duplicate certificate may be issued upon such terms as the Board of Directors shall prescribe.

ARTICLE VII.
Books and Records

7.1 Books of Accounts, Minutes and Share Register. The corporation shall keep as permanent records minutes of all meetings of its Members and Board of Directors. The corporation shall maintain a record of its Members.

7.2 Copies of Resolutions. Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions or votes of the Board of Directors or Members, when certified by the president or secretary.

ARTICLE VIII.
Corporate Seal

The Board of Directors may provide for a corporate seal which shall have inscribed thereon the name of the corporation, the year and state of incorporation and the words "corporate seal."

ARTICLE IX.
Amendment of Bylaws

9.1 By the Members. These Bylaws may be amended, altered, or repealed at any regular or special meeting of the Members if notice of the proposed alteration or amendment is contained in the notice of the meeting.

**ARTICLE X.
Fiscal Year**

The fiscal year of this corporation shall be set by resolution of the Board of Directors.

**ARTICLE XI.
Rules of Order**

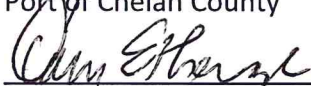
The rules contained in the most recent edition of Robert's Rules of Order, Newly Revised, shall govern all meetings of Members and Directors where those rules are not inconsistent with the Articles of Incorporation, Bylaws, the Interlocal Agreement, or special rules of order of the corporation.

The undersigned do hereby certify that the above and foregoing Bylaws of said corporation were adopted by the Directors as the Bylaws of Chelan Douglas Regional Port Authority that the same do now constitute the Bylaws of this corporation.

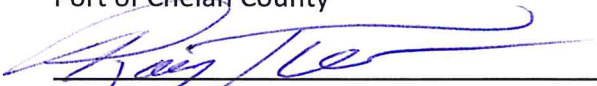
DATED this 16th day of July, 2019.



JC BALDWIN, Commissioner

Port of Chelan County


DONN ETHERINGTON, Commissioner

Port of Chelan County


RORY TURNER, Commissioner

Port of Chelan County

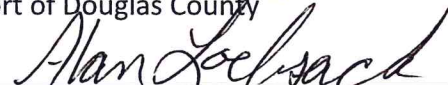

JIM HUFFMAN, Commissioner

Port of Douglas County


MARK SPURGEON, Commissioner

Port of Douglas County


ALAN LOEBSACK, Commissioner

Port of Douglas County


ALAN LOEBSACK, Commissioner

Port of Douglas County