

**BY-LAWS
OF THE
PORT COUNCIL
OF THE
WOODS HOLE, MARTHA'S VINEYARD
AND NANTUCKET STEAMSHIP AUTHORITY**

PREAMBLE

The following are the By-Laws of the Port Council of the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority as adopted on April 1, 2004 and amended on February 3, 2005, May 4, 2011 and March 6, 2019.

As used herein the word "Authority", unless the context shall indicate another or different meaning or intent, shall mean the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority created by section three of chapter 701 of the Acts of 1960, as amended (the "Enabling Act").

As used herein the words "Port Council" shall mean the Port Council of the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority created by section fourteen of the Enabling Act, as amended by section 9 of chapter 243 of the Acts of 2002.

These By-Laws are constituted to provide for the government of the Port Council and their officers, to regulate the transaction of the business of the Port Council, and to carry into effect the objects of the Port Council as set forth in the Enabling Act.

ARTICLE I - MEMBERSHIP

The membership of the Port Council is determined by the provisions of section fourteen of the Enabling Act, which provides, in pertinent part, as follows:

There is hereby established a board to be known as the Port Council of the Woods Hole, Martha's Vineyard and Nantucket Steamship Authority which shall consist of seven members: one member to be appointed by the board of selectmen of the town of Falmouth for a term of one year; one member to be appointed by the mayor with the approval of the city council of the city of New Bedford for a term of one year; one member to be appointed by the town council of the town of Barnstable for a term of two years; one member to be appointed by the selectmen of the town of Oak Bluffs for a term of two years; one member to be appointed by the board of selectmen of the town of Tisbury for a term of two years; one member to be appointed by the board of selectmen of the town of Nantucket for a term of three years; and one member to be appointed by the board of selectmen of the town of Fairhaven for a term of three years. Upon the expiration of the term of a member, a successor shall be appointed in like manner for a term of two years.

ARTICLE II - MISSION STATEMENT

The mission of the Port Council shall be to enhance the goals, health and modernization of the Authority through the exercise of its advisory powers. With the assistance of management, the Port Council shall review, analyze and evaluate the budgetary and financial affairs of the Authority, and offer guidance and advice to the Authority Members on financial matters. The Port Council shall offer opinions and guidance when requested by the Authority Members or when, in the Port Council's opinion, its positions or findings are worthy of their attention. The Port Council shall evaluate concerns peculiar to the Authority's constituent port communities and shall provide innovative recommendations for the correction, mitigation, or improvement of local concerns, including but not limited to the level of service to a particular port community.

ARTICLE III - POWERS AND AUTHORITY

Section 1 – Statutory Advisory Role of the Port Council. Section fourteen of the

Enabling Act provides as follows:

[The Port Council] shall have the power to review the annual budget of the Authority and advise the Authority members concerning any activities underway or proposed in any port community in which the Authority operates. The board shall have access to such books, records and files of the Authority as it may deem necessary or desirable for the exercise of its powers. The members of the board shall serve without compensation but shall be reimbursed from the funds of the Authority for any actual expenses necessarily incurred in the performance of their duties.

In accordance with the provisions of the Enabling Act, the role of the Port Council within the Authority is limited to that of being an advisory body only. The Enabling Act neither limits the scope of the Port Council's advisory role nor grants authority to the Port Council to exercise powers beyond its advisory role.

Section 2 – Analysis of Issues. The Port Council shall investigate and analyze any and all issues that it deems worthy of review and consideration, and may also investigate and analyze any other issues which the Authority Members request the Port Council to review and consider. After completing its investigation and analysis of any issue, the Port Council shall forward its findings and conclusions to the Authority Members. In this regard, Port Council Members shall maintain a general awareness of all Authority activities and operational issues, shall be particularly aware of problematic issues affecting their constituent port communities, and shall raise such issues at Port Council meetings to ensure that they receive appropriate review and consideration.

Section 3 – Relationship to Authority Management. The Port Council shall establish a working relationship with Authority management based upon mutual respect and cooperation. It shall be understood that the Port Council possesses no powers to instruct or direct management

in the performance of their duties; but, when appropriate, the Port Council may offer suggestions in good faith for the betterment of the Authority.

ARTICLE IV – OFFICERS

Section 1 - Officers. The officers of the Port Council shall consist of a Chairman, a Vice Chairman and a Secretary, all from within the membership of the Port Council; provided, however, that

- (a) the Barnstable Port Council Member may not serve as Chairman at the same time as the Barnstable Authority Member is serving as Chairman of the Authority;
- (b) the Falmouth Port Council Member may not serve as Chairman at the same time as the Falmouth Authority Member is serving as Chairman of the Authority;
- (c) the Nantucket Port Council Member may not serve as Chairman at the same time as the Nantucket Authority Member is serving as Chairman of the Authority;
- (d) neither the Oak Bluffs Port Council Member nor the Tisbury Port Council Member may serve as Chairman at the same time as the Dukes County Member is serving as Chairman of the Authority;
- (e) neither the Fairhaven Port Council Member nor the New Bedford Port Council Member may serve as Chairman at the same time as the New Bedford Member is serving as Chairman of the Authority; and

provided, further, that no officer shall serve two consecutive calendar year terms in the same capacity, although each officer is eligible to serve the following year in another capacity.

Section 2 – Election. The officers shall be elected at the annual meeting or at any meeting held in lieu thereof and shall serve for the calendar year next following the date fixed by these By-

Laws for the annual meeting and until their respective successors shall be duly elected and qualified. There shall be no automatic rotation of officers. However, when electing officers, the Port Council shall consider the desirability of the Chairmanship of the Port Council alternating every year between a Port Council Member from a mainland community and a Port Council Member from an island community.

Section 3 - Chairman. The Chairman shall create an agenda for each meeting of the Port Council and shall preside at all Port Council meetings according to an accepted form of parliamentary procedure. The Chairman shall also be the spokesman of the Port Council at the meetings of the Authority Members, and shall perform such other duties and have such other powers as the Port Council may from time to time designate.

Section 3 - Vice Chairman. The Vice Chairman shall perform the duties and have the powers of the Chairman during the absence or disability of the Chairman. The Vice Chairman shall perform all the duties commonly incident to the office of Vice Chairman and shall perform such other duties and have such other powers as the Port Council may from time to time delegate.

Section 4 - Secretary. The Secretary shall keep or cause to be kept accurate minutes, in books provided for that purpose, of the meetings of the Port Council, which books shall be open at all reasonable times to the inspection of any Port Council Member and, if appropriate, any member of the general public. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law. The Secretary shall be the custodian of the records of the Port Council. The Secretary shall perform all the duties commonly incident to the office of Secretary of the Port Council and shall perform such other duties and have such other powers as the Port Council may from time to time designate. In the absence of the Secretary

from any meeting of the Port Council, a temporary secretary may be chosen who shall record the proceedings thereof.

Section 5 – Resignation. Any Port Council Member may resign by filing a written resignation with the appointive body of his or her town, city or county, and with the Chairman of the Port Council. In the case of a resignation of the Chairman, the filing of such written resignation with the Port Council shall be with the Vice Chairman. Any officer may resign by filing a written resignation with the Chairman or Secretary.

Section 6 - Removal from Office. Any officer of the Port Council may be removed from office at the pleasure of the Port Council, provided notice of such action shall have been duly given to the Port Council Members in the notice of meeting. The officer involved shall be given an opportunity to be heard at such meeting. A vacancy in any office created by a removal by vote of the Port Council shall be filled by the Port Council and may be so filled at the same meeting.

Section 7 - Interpretation of Duties. In the event of any dispute between any of the Members of the Port Council as to the application of these By-Laws or in pursuance of their duties, such dispute shall be submitted to the Port Council for their determination.

ARTICLE V - MEETINGS

Section 1 - Place of Meetings. All meetings of the Port Council shall be held and conducted in accordance with sections eighteen through twenty-five of chapter 30A of the General Laws at the principal office of the Authority in Falmouth, Massachusetts, unless some other location within the Commonwealth of Massachusetts is definitely stated in the notice thereof.

Section 2 - Annual Meeting. The annual meeting of the Port Council shall be held during the first week in the month of December in each year. In the event that such annual meeting

be omitted through mistake or otherwise during the week herein provided, a subsequent meeting may be held in place thereof, and any business transacted at such meeting shall be of the same force and effect as if transacted at such annual meeting.

Section 3 - Call of Meetings. The Chairman or any two Members of the Port Council may call a meeting for any time or place subject to the notice required by section twenty of chapter 30A of the General Laws.

Section 4 - Notice of Meetings. Notice stating the place, day, hour and the agenda of any meeting of the Port Council shall be given personally to each Port Council Member, each Authority Member and the Authority's General Manager either by delivery in hand of written or printed notice or by telephone, fax or electronic mail personally received not less than forty-eight (48) hours before the date of such meeting. Such notice shall be given by the Secretary or by any officer designated by the Chairman. The Port Council Members shall be polled by telephone or otherwise to determine their availability for a meeting with the aim of obtaining full attendance at as many meetings as possible. Such notice shall be filed, posted, publicized and distributed in accordance with section twenty of chapter 30A of the General Laws.

Section 5 - Participation in Meetings by Telephone. One or more Port Council Members may participate in a meeting remotely by means of telephone conference or similar communications equipment by means of which all persons participating in the meeting will be clearly audible to each other and will communicate clearly with each other at the same time. Remote participation in the meeting pursuant to the foregoing sentence shall constitute the presence and full participation of a person at such meeting provided that the absent members and all persons present at the meeting location are clearly audible to each other; and provided further,

that a quorum of the Port Council, including the Chairman, are present at the meeting location in accordance with section twenty of chapter 30A of the General Laws.

Section 6 - Order of Business. The order of business at meetings shall be as follows: (1) Call to order; (2) Presentation, correction and/or approval of the minutes of previous meeting or meetings; (3) Reports of Officers; (4) Reports of Members; (5) Such reports of Authority management as their current work would bear on matters under discussion; (6) Unfinished business; (7) New business; (8) Public comment; (9) Executive session; (10) Adjournment. This order of business may be altered or suspended at any meeting by a vote of the Port Council.

Section 7 - Summary. A summary of all matters voted shall be provided to the Port Council Members and the Authority Members with reasonable promptness after each meeting.

ARTICLE VI - QUORUM

Four Port Council Members shall constitute a quorum. No action shall be binding unless taken at a meeting where a quorum is present and on which the votes of at least four Port Council Members have been cast therefor.

ARTICLE VII - VOTES

Section 1 – Personal Attendance Not Required to Vote. Port Council Members should be present at a meeting in order to vote, but may vote remotely by telephone provided the requirements of remote participation under section 20 of chapter 30A of the General Laws are met.

Section 2 – Recording of Votes. Any Port Council Member may request that any matter be formally decided by means of a roll call vote, in which event the vote shall be recorded by yeas and nays and so noted within the minutes of the meeting. As a general practice, it shall be the

policy of the Port Council to seek universal consensus of all Port Council Members on a particular matter before offering its findings with respect to that matter to the Authority Members. If consensus is not achieved, a formal vote shall be taken and both the prevailing view and the opposing view shall be noted within the minutes and reported to the Authority Members. All votes involving a Member's remote participation shall be recorded roll call votes and shall become a part of the record of said meeting.

ARTICLE VIII - AUTHORIZATION

Section 1 - Ratification. Any action taken on behalf of the Port Council by a Member or Officer of the Port Council which requires authorization by the Port Council shall be deemed to have been duly authorized if subsequently ratified by the Port Council.

Section 2 - Evidence of Authority. A certificate by the Secretary as to any action taken by the Port Council or any officer or representative of the Port Council shall, as to all who rely thereon in good faith, be conclusive evidence of such action.

ARTICLE IX - WAIVER

Whenever any notice is required to be given, a waiver thereof in writing signed by the person or person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent of the giving of such notice.

ARTICLE X - AMENDMENTS

These By-Laws may be altered, amended or repealed, in whole or in part, or new by-laws may be adopted at any meeting by a vote of the Port Council, provided written notice of the proposed alterations is given in advance of such meeting.

KNOW ALL PERSONS BY THESE PRESENTS that the undersigned Secretary of the Port Council does hereby certify on this 6th day of March, 2019, that the above and foregoing By-Laws were duly adopted, signed, sealed and issued by the Members of the Port Council as the By-Laws of the Port Council, pursuant to section fourteen of chapter 701 of the Acts of 1960, as amended, for the regulation of the affairs and conduct of the business of the Port Council, and that they do now constitute the By-Laws of said Port Council. The Port Council's original By-Laws were adopted by a unanimous vote of the Port Council Members on April 1, 2004, and were amended by unanimous votes of the Port Council Members on February 3, 2005, May 4, 2011 and March 6, 2019.



Robert V. Huss, Secretary