

TITLE 28: Ports and Airports

PART 307: By-Laws of the Mississippi State Port Authority at Gulfport

Part 307 Chapter 1: By-Laws

Rule 1.1: Article I - Office of the Authority

- A. The Principal office of the Mississippi State Port Authority (hereafter referred to as Authority) shall be at such location or locations within the City of Gulfport, Mississippi, as the Authority may, from time to time, designate.
- B. The Authority may establish branch offices at such other place or places as the Authority may from time to time designate and as the business of the Port may require.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.2: Article II - Meetings

- A. **Regular Meetings:** Regular meetings of the Authority shall be held at least once a month at a time and date as the President shall designate. If a quorum is physically assembled at one location for the purpose of the regular meeting, additional Commissioners may participate in the meeting through teleconference or video. A work session may be held prior to regular business meeting, at such time as the President shall designate.
- B. **Special Meetings:** Special meetings of the Authority shall be held at the call of the President and shall also be held on the written request of three Commissioners of the Authority. The notice of each special meeting shall include an agenda and state the purpose for which it is called, and only those matters included in the agenda shall be considered unless a quorum of the Commissioners are present and agree to take up other matters.
- C. **Notice of Special Meeting:** Notice of meetings shall be provided in accordance with the requirements of the Mississippi Open Meetings Act (Miss. Code Ann. § 24-41-13, *et seq.*). In accordance with Section 25-41-13, notice of special meetings shall provide the place, date, hour and subject matter of any recess meeting, adjourned meeting, interim meeting or any called special meeting shall be posted within one (1) hour after such meeting is called in a prominent place available to examination and inspection by the general public in the building in which the Authority's Board of Commissioner's normally meets. A copy of the notice shall be made a part of the minutes or other permanent official records of the Authority.
- D. **Waiver:** The above requirements for notice may be waived by written waiver signed by a majority of the Commissioners of the Authority.

- E. **Attendance of Executive Director:** The Executive Director or his duly appointed representative shall attend all meetings of the Authority unless otherwise directed by the Authority.
- F. **Emergency Board Meetings:** A board meeting shall be allowed in the event of an emergency or urgency necessitating same. The meeting may be conducted by telephone or video and shall require notice to be posted within one hour of that meeting and that the procedure of notification be reasonably calculated to insure that a person could find out when and where that special meeting will be held; the meeting shall require a quorum of all the Commissioners, as provided in ARTICLE III, to take a vote or make a decision concerning business of the Authority. The determination of what constitutes a legitimate emergency or urgency necessitating such a board meeting shall be left to the discretion of the President of the board, subject to the Open Meetings Act (Miss. Code Ann. § 25-41-1, *et seq.*). However, if the President shall be unavailable during the time of the emergency or urgency, it shall be within the power of any three (3) Commissioners of the Authority, who concur upon the emergency or urgency, to call a telephone board meeting. The nature of the emergency shall be stated in the Minutes of the meeting. Only the emergency or urgent matter(s) shall be discussed and/or voted upon during such a meeting. The management shall implement any action approved at the telephonic meeting, but the matter(s) shall be confirmed at the next regular meeting.

It shall be within the discretion of the President or, if the President is unavailable, the above three (3) Commissioners to determine whether the Executive Director or other persons shall be included in the telephone board meeting.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.3: Article III - Quorum - Minutes

- A. A majority of the Commissioners present shall constitute a quorum; all actions or resolutions of the Authority must be approved by the affirmative vote of not less than a majority of all Commissioners of the Authority.
- B. The Executive Director shall cause a tentative draft of the minutes of each meeting to be submitted to each Commissioner of the Authority, the Mississippi Development Authority and to the General Counsel within a reasonable time not to exceed 30 days after such meeting. Votes taken by teleconference or video shall be recorded by name and included in the minutes.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.4: Article IV - Selection of Officers and Appointments

- A. The purpose of this article is to provide for the selection of officers by a pure rotation. Once the rotation is established, each new full-term appointee will be in line to assume the presidency. This rotation is for a one year term and selection of officers is determined by the period of time a Commissioner has remaining on the Authority. Each year the

Commissioner with the least amount of time remaining and who has completed service as Vice President, will succeed to the Presidency. At the expiration of the one-year term, the President shall step down, and act as ex-officio President, and for rotation purposes will fall below the newest appointed member.

- B. The Vice-President will be that Commissioner with the next least time remaining on the Authority after the President and who has completed service as Secretary, and the Secretary that Commissioner with the next least period of time remaining on the Authority after the Vice-President and who has completed service as Treasurer, and the Treasurer that Commissioner with the next least period of time remaining on the Authority after the Secretary.
- C. Any requirements of service set forth in the preceding paragraphs shall not apply in the event of the resignation or withdrawal from office of any officer prior to the expiration of his term.
- D. The Executive Director shall be selected by and serve at the pleasure of the Board of Commissioners. The salary of the Executive Director shall be reviewed annually and set by the Board of Commissioners during the first meeting in December.
- E. The General Counsel shall be an attorney, licensed to practice law in the State of Mississippi, selected by majority vote of the Authority at the first meeting of the fiscal year.
- F. The annual selection and succession of officers will take place at the beginning of the first meeting in December.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.5: Article V - Duties of the President.

The powers and duties of the President shall be limited to the following:

- A. To preside at all meetings of the Authority with the right to vote on all questions.
- B. To take all reasonable steps to see the functions and purposes of the Authority as set forth in the laws and constitution of the State of Mississippi are carried out.
- C. To call special meetings of the Authority at his discretion.
- D. To establish committees and appoint Commissioners thereof, at his discretion, as he deems necessary to carry out the business of the Commission.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.6: Article VI - Duties of the Vice President

- A. In the absence or disability for any cause of the President, the Vice President shall act as President and shall discharge the duties of that office.
- B. The Vice President shall serve as the Chairperson of the Administration Committee.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.7: Article VII - Duties of the Secretary and Treasurer

- A. Duties of the Secretary:
 - 1. In the absence or disability for any cause of the President and of the Vice President, the Secretary shall act as President and shall discharge the duties of that office.
 - 2. The Secretary shall be responsible for the Authority's records maintenance and shall, when required, attest to any official document of the Authority with the Secretary's signature and with the impress of the Authority's official seal, and shall sign such documents relating to the business of the Authority as may be directed by the Authority, and shall, in addition, perform such other duties that are usually incumbent upon such officer.
 - 3. The Secretary shall serve as a member of the Finance Committee.
- B. Duties of the Treasurer:
 - 1. In the absence or disability for any cause of the Secretary, the Treasurer shall act as Secretary and shall discharge the duties of that office.
 - 2. The Treasurer shall be responsible for the monitoring of Authority financial management information and shall attest to the Authority's Treasurer Report prepared and presented to the Board of Port Commissioners at the direction of the Treasurer, and shall serve as Chairperson of the Authority's Finance Committee.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.8: Article VIII - Duties of the Executive Director.

- A. The Executive Director shall be the Authority's principal executive officer whose responsibility it shall be to execute the policies and projects of the Authority as a prudent administrator. The Executive Director shall have charge of the overall management and direction of all Port affairs, and shall be responsible directly to the Authority for all managerial, administrative, financial, engineering, operations, traffic, trade development and public relations affairs.
- B. Within such guidelines as may be established by the Authority, the Executive Director shall employ and/or authorize the employment of, have control over, and fix the powers, duties and compensation of all of the employees of the Authority. The employment of

personnel shall be governed by bona fide need and necessity in the judgment of the Executive Director, for the prompt execution and efficient performance of the work of the Authority.

- C. In cases of extreme public emergency requiring the purchase of any supplies or materials or entering any construction or repair contracts required on an emergency basis, necessitating the waiving of public advertising for competitive bids, the Executive Director shall, at the next meeting submit a report to the Authority in writing, of those actions and the reasons therefore, which shall be inscribed in the minutes of the Authority together with the action taken thereon.
- D. It shall be the duty of the Executive Director, within ninety days, to have published an annual financial report as of the close of the fiscal year.
- E. It shall be the duty of the Executive Director to furnish to the Authority, by August 1st of each year, an annual business plan containing proposed goals for the next fiscal year and reporting of results as compared to goals for the preceding fiscal year.
- F. It shall be the duty of the Executive Director to have provided, and kept in force, a blanket fidelity bond on all Commissioners, and the Executive Director, in an amount of not less than Ten Thousand (\$ 10,000) dollars on each.
- G. It shall be the duty of the Executive Director to keep the Authority apprised of all significant happenings in the areas of international trade, competitor port activities, cargo movements, proposed legislation affecting ports and the business of the ports, port operations and the internal affairs of the agency, and from time to time, the Executive Director shall render more detailed oral or written reports, at Authority meetings, of port activities and of the operations, administration and status of the port.
- H. The President and/or the Executive Director shall be the Authority's official spokesman on all official Authority matters whenever official statements are to be made on behalf of the Authority.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.9: Article IX - Fiscal Year.

The Authority's fiscal year should be from July 1 through June 30.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.10: Article X - Delegation of Authority.

- A. The Executive Director shall have the authority to delegate, in the Executive Director's discretion, the powers and duties herein conferred or imposed upon the Executive Director, to subordinate staff members or employees, but such delegation of power shall

not relieve the Executive Director of any responsibilities imposed by the Authority or by the By-Laws of the Authority.

- B. Functional Committees: The following Functional Committees shall be established and served in accordance with Article IV of these By-Laws:
1. Finance Committee to consist of the Secretary and Treasurer of the Board of Port Commissioners. The Finance Committee will include functions such as monitoring financial management information; review and recommendations regarding operating budgets; act as an Audit Committee in association with the preparation of the Port Authority's annual financial reports.
 2. Administration Committee to consist of the Vice President and the Commissioner having the least completed service. The Administration Committee will include functions such as monitoring the Port Authority's operational matters and shall review and make recommendations regarding real estate matters.
- C. The primary objectives of the Functional Committees are:
1. To assist the Board in completely reviewing appropriate matters that come before the Board of Port Commissioners.
 2. To make timely and complete reports and/or recommendations as necessary to the Board of Port Commissioners
 3. To become the liaison between the Board and the Executive Director on items within the concern of the particular committee.
- D. The Functional Committees shall act as an investigative arm of the Board on matters within the specific subject matter of the Functional Committee and shall report to the Board on these matters. The President of the Board of Port Commissioners shall serve as an ex-officio member of all Functional Committees. The Executive Director shall maintain a set of Committee Procedures setting forth the scheduling and operations of the Functional Committees.
- E. No Committee of the Board is delegated any authority by the Board of Port Commissioners to take any action on behalf of the Board of Port Commissioners. No Committee shall take any action on behalf of the Board of Port Commissioners, and any action taken by a Committee in violation of these By-Laws shall be void and of no force and effect.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.11: Article XI - Audit

An audit of each fiscal year's activity shall be conducted by a Certified Public Accounting firm licensed by the State of Mississippi. Selection of the audit firm shall be by majority vote of the Authority. The report of audit shall be made to the Authority.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.12: Article XII - Order of Business

- A. The Executive Director shall cause to be prepared and submitted to the Authority members no later than Friday before the monthly meeting, an agenda outlining the items of business to be considered and acted upon.
- B. The agenda may be altered or amended at the Regular meeting by a majority vote of the Commissioners of the Authority at its discretion.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.13: Article XIII - Rules of Order

Except as otherwise provided by law or these By-Laws, Robert's Rules of Order shall be the parliamentary authority for all matters of procedures at Authority meetings.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.14: Article XIV - Amendment to the By-Laws

These By-Laws may be altered or amended at any regular meeting of the Authority by a vote of three Commissioners of the Authority present at the meeting. However, no such alternation or amendment shall be considered unless ten (10) days written notice of the intention to alter or amend the By-Laws shall have been given in writing to each Commissioner of the Authority, to which there shall be attached a draft of the proposed alternation or amendment.

Source: Mississippi Code §§ 59-1-1, 59-1-9 and 59-5-21

Rule 1.15: Article XV - Code of Conflict and Code of Ethics

- A. The Mississippi State Port Authority is committed to maintain the highest level of honesty, ethical conduct, and public trust. The Authority's Code of Conflict and Ethics requires all Commissioners and employees to avoid any conflict or the appearance of conflict between their personal interests and the interests of the Port.
- B. The Commissioners, Executive Director, and Deputy Directors shall submit annually (each January) to the Mississippi State Port Authority General Counsel the Ethics and Conflict of Interest Questionnaire.

Source: Miss. Code Ann. §§ 59-1-1, 59-1-9 and 59-5-21

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