

**BOARD OF HARBOR COMMISSIONERS
OF THE
CITY OF MILWAUKEE
BYLAWS**

As updated and approved by the Harbor Commission on August 11, 2022

SECTION 1 – INTRODUCTION AND PURPOSE

The Board of Harbor Commissioners of the City of Milwaukee (the “Board”) is an agency and instrumentality of the City of Milwaukee, Wisconsin (the “City”) which has been created under authority of, and is governed by, the provisions of Sections 30.30-30.40 of the [Wisconsin Statutes](#), Chapter 13 of the [Milwaukee City Charter](#) and Chapter 118 of the [Milwaukee Code of Ordinances](#), as each are amended from time to time. The purpose of these Bylaws is to specify the composition, duties, and powers of the Board, its officers and committees and the procedures by which they shall discharge their respective responsibilities.

SECTION 2 - MEMBERS

The members of the Board shall be appointed by the Mayor of the City for terms of three (3) years, subject to confirmation by the Common Council of the City, in accordance with Section 30.37(3) of the Wisconsin Statutes. Currently, the Board consists of seven (7) members, six (6) of whom are appointed by the Mayor and one (1) of whom is the Milwaukee Common Council’s Public Works Committee Chairperson or her/his designee.

SECTION 3 – OFFICERS OF THE BOARD

The officers of the Board shall include a President, a Vice-President and a Secretary.

(A) The President

- (1) Election. The Board shall elect a President from among its members in accordance with Section 30.37(4) of the Wisconsin Statutes. The President shall serve a term of two (2) years commencing on May 1 of each even-numbered year. In the event of a vacancy in the office of President, the Vice-President shall become the President for the remainder of the unexpired term of office.
- (2) Duties. The President shall perform the following duties:
 - a. To preside at all meetings of the Board.
 - b. To decide all points of procedure unless otherwise directed by a majority vote of the Board.
 - c. To assure that all meetings and functions of the Board are conducted in strict compliance with the Wisconsin Public Records Law (Sections 19.21-



19.39 of the [Wisconsin Statutes](#)) and the Wisconsin Open Meetings Law (Sections 19.81-19.98 of the [Wisconsin Statutes](#)).

- d. To appoint the Chair and members of Board committees.
- e. To serve as liaison between the Board, the Mayor and the Common Council of the City.
- f. To sign all decisions and resolutions on behalf of the Board.
- g. To perform such additional duties as may be usually incident to the office of President in similar organizations.

(B) The Vice-President

- (1) Election. The Board shall elect a Vice-President from among its members for a term of two (2) years, to run concurrently with the term of the President. In the event of a vacancy in the office of Vice-President, the Board shall elect a new Vice-President from among its members who shall serve for the remainder of the unexpired term of office.
- (2) Duties. The Vice President shall perform the following duties:
 - a. To act in the capacity of the President if the President is unavailable or unable to discharge the duties of that office.
 - b. To act on behalf of the Board as may be requested by the President or by the Board.
 - c. To perform such additional duties as may be usually incident to the office of Vice-President in similar organizations.
 - d. To assume the office of the President in the event of a vacancy in that office, in accordance with Section 3(A)(1), above.

(C) The Secretary.

- (1) Appointment. The Board shall employ a Secretary who shall not be one of its members and who shall be appointed pursuant to the City's civil service system in accordance with Sections 30.37(5) and 63.18-63.53 of the [Wisconsin Statutes](#) and other pertinent provisions of law, regulations or ordinances. The Municipal Port Director serves as the Secretary on behalf of the Harbor Commission.
- (2) Duties. The Secretary shall perform the following duties:
 - a. To conduct all correspondence and maintain all records of the Board.
 - b. To prepare the agenda in advance of all meetings of the Board and of its committees.
 - c. To prepare summaries and minutes of all meetings of the Board and its committees.

- d. To assure that agendas and other documents issued on behalf of the Board are in compliance with applicable requirements of the Wisconsin Public Records Law (Sections 19.21-19.39 of the Wisconsin Statutes) and the Wisconsin Open Meetings Law (Sections 19.81-19.98 of the Wisconsin Statutes).
- e. To prepare, post and mail all notices on behalf of the Board as required by law, ordinance, rule or request of the Board or of the President.
- f. To generally attend to the administrative work of the Board.
- g. To perform such other duties as may be assigned to the Secretary by law, ordinance or regulation.

(D) The Assistant Secretary.

- (1) Appointment. The Port Director shall appoint an Assistant Secretary who shall not be a member of the Harbor Commission and who shall be appointed pursuant to the City's civil service system in accordance with Sections 30.37(5) and 63.18-63.53 of the Wisconsin Statutes and other pertinent provisions of law, regulations or ordinances.
- (2) Duties. The Assistant Secretary shall perform any and all functions of the Secretary as so designated by the Harbor Commission or the Secretary.

SECTION 4 – BOARD COMMITTEES

(A) Standing Committees. The Board shall establish the following standing committees:

- (1) Finance and Personnel Committee.
- (2) Economic Development and Marketing Committee.

The President shall appoint all members of the standing Board committees and shall designate one member of each standing committee as its Chair. Each standing committee shall be comprised of three (3) members of the Board, unless the Board, by a vote of a majority of its members, authorizes a different number.

(B) Finance and Personnel Committee. The Finance and Personnel Committee shall have the following jurisdiction and duties:

- (1) To establish and review the fiscal and personnel policies governing the operation of the Port of Milwaukee.
- (2) To review all proposed Port of Milwaukee leases, budgets, financial statements and tonnage reports and to make recommendations thereon to the Board.
- (3) To review, as needed, the Municipal Port Tariff and to make recommendations for revisions thereto to the Board.
- (4) To consult with the Municipal Port Director from time to time with respect to the conduct of the business of the Port of Milwaukee and the preparation of periodic reports on its activities, capital improvements and financial condition.



- (5) To report to the Board from time to time as to the financial condition, staffing and programs of the Port of Milwaukee.
 - (6) To immediately form, on the President's behalf, if and as necessary, an Employee Appeal Committee in accordance with Section 63.44 of the Wisconsin Statutes, City Service Commission (CSC) and Department of Employee Relations (DER) requirements, and the Port Milwaukee Employee Handbook.
- (C) Economic Development and Marketing Committee. The Economic Development and Marketing Committee shall have the following jurisdiction and duties.
- (1) To assist and consult with the Municipal Port Director in the evaluation of business prospects, plans, capital improvements and strategies affecting the Port of Milwaukee.
 - (2) To recommend to the Board policies governing the use of property under the jurisdiction of the Board but not currently used for commercial Port purposes. Such recommendations shall take into account promotion of the commercial activities of the Port, maximization of public access and the economic well-being of the City.
 - (3) To assist and consult with the Municipal Port Director with respect to the marketing of the Port of Milwaukee and to promote trade and traffic through the Port of Milwaukee, in accordance with Section 30.38(11) of the Wisconsin Statutes.
 - (4) To assist and consult with the Municipal Port Director with respect to the broadcast, print and other media on matters pertaining to promoting and marketing the Port of Milwaukee domestically and internationally.
- (D) Other Committees. The Board may, by resolution, create such other permanent, temporary or *ad hoc* committees as it deems necessary or desirable to assist it in the performance of its duties. The resolution establishing such committees shall specify its duration and jurisdiction and the number of members which shall, in no event, number less than three (3) members of the Board. The President shall appoint the Chair and the remaining members of all such committees with the approval of a majority of the Board.
- (E) Committees to Make Recommendations Only. Board committees shall make only recommendations to the Board and shall not be empowered to make approvals or other determinations or to take action on behalf of the Board unless specifically directed by the Board to do so in implementation of a Board determination or other action. All such approvals, actions or other determinations may be made only by the Board.
- (F) Dissolution of Committees. All Board committees, except for standing committees, may be dissolved by a majority vote of the Board's entire membership. Standing Board committees may be dissolved only by a two-thirds (2/3) vote of the entire membership of the Board.



SECTION 5 – BOARD PROCEDURES

(A) Meetings.

- (1) Board Meetings. The full Board shall meet at the call of the President, but not less than once every calendar quarter. Special meetings of the Board may be called by the President or by written request of the majority of the Board's entire membership.
- (2) Committee Meetings. Board committees shall meet when called by their respective Chairs or by the Board.
- (3) Notices of Meetings. The Secretary shall prepare, post and mail all notices of meetings in strict compliance with the requirements of the Wisconsin Open Meetings Law (Sections 19.81-19.98 of the Wisconsin Statutes).
- (4) Open Meetings. All meetings of the Board and of its committees shall be open to the public except as otherwise provided by the Wisconsin Open Meetings Law (Sections 19.81-19.98 of the Wisconsin Statutes).

(B) Agendas.

- (1) Agenda Items; Proposal. The Municipal Port Director and any member of the Board may propose for consideration at any meeting of the Board or of its committees any item pertaining to the responsibilities of the Board or to the business of the Port of Milwaukee. Every such item shall be placed on the agenda for the Board or Board committee meeting at which it will be considered, in compliance with the requirements of the Wisconsin Open Meetings Law (Sections 19.81-19.98 of the Wisconsin Statutes).
- (2) Consideration of Matters Not on the Agenda. Neither the Board nor any of its committees may consider, discuss or act upon any item of subject not included on the applicable meeting agenda.

(C) Meeting Procedures.

- (1) Quorum. A majority of the Board's entire membership shall constitute a quorum for the transaction of business at a meeting of the Board. Telephonic, video or other electronic participation by Board members is allowed and shall apply to the quorum requirement.
- (2) Referral of Matters. Any matter requiring Board determination or action shall first be referred by the President to the appropriate Board committee for consideration and report to the full Board. The Board may, however, consider and act upon a matter directly, and without referral to a Board committee if: (a) the matter is of such a nature as to not fall within the jurisdiction of any Board committee; or (b) there exist unusual or exigent circumstances impelling the full Board to immediately act upon the matter; or (c) other circumstances in which routine matters do not require committee review.

- (3) Presiding Officer. The President or his/her designee shall preside over and conduct all meetings of the full Board. Meetings of Board committees shall be presided over and conducted by their respective Chairs or their designees. The presiding officer shall determine who has the floor during the course of any meeting.
- (4) Closed Sessions. The Board and Board committees may deliberate in closed session only in strict accordance with the requirements of the Wisconsin Open Meetings Law, (Sections 19.81-19.98 of the Wisconsin Statutes) and only with respect to those matters specifically noted on the applicable meeting agenda as subjects for consideration in closed session. All other matters must be considered and discussed by the Board and its committees in open (public) session and all voting by the Board and its committees must be conducted in open (public) session.
- (5) Voting. Unless otherwise specifically provided in these Bylaws, all Board actions, resolutions and other determinations shall be by majority vote of those present and voting. No Board member may vote upon, or take any other form of official action upon, any matter in which that Board member, or a member of his or her immediate family, or an organization with which that Board member is also associated, has a substantial financial interest and/or is in violation of Chapter 303 of the [Milwaukee Code of Ordinances](#). The Secretary shall report in full the results of all Board votes and the vote of each Board member on every question (other than a unanimous vote) upon the minutes of the Board meeting during which those votes were taken.
- (6) Applicability of Robert's Rules. Unless otherwise specified by these Bylaws or by a vote of the Board or of its committees, all procedural questions arising during the course of Board or Board committee meetings shall be governed by the most current edition of Robert's Rules of Order.

SECTION 6 – CONTRACTS AND PURCHASING

- (A) Applicable Law. The Board may enter into contracts and may purchase supplies, materials and equipment on behalf of the Port of Milwaukee in accordance with Sections 30.31-30.32, 30.38 and applicable provisions of Chapter 66 of the [Wisconsin Statutes](#), the Milwaukee City Charter, and the Milwaukee Code of Ordinances pertaining to the letting of public works, and other applicable provisions of law.
- (B) Financial Authorization to the Municipal Port Director. The Municipal Port Director is authorized to sign checks or other drafts or to otherwise financially obligate the Board up to the amounts specified by the Wisconsin Statutes and the Milwaukee Code of Ordinances without specific Board approval. All financial obligations in excess of said amount require specific Board approval.

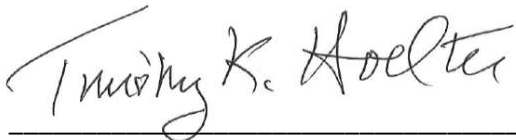
SECTION 7 – MISCELLANEOUS PROVISIONS

- (A) Amendment. These Bylaws may be amended by a resolution by the affirmative vote of two-thirds (2/3) of the entire membership of the Board.
- (B) Governing Laws. These Bylaws shall be construed and interpreted in accordance with the laws of the State of Wisconsin and the ordinances of the City of Milwaukee.

SECTION 8 – SIGNATORIES

BOARD OF HARBOR COMMISSIONERS

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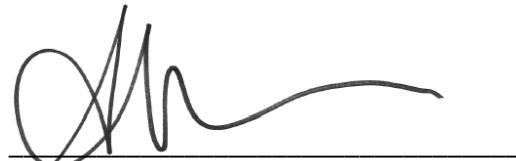
Timothy K. Hoelter
President

Handwritten signature of Diane S. Diel in black ink.

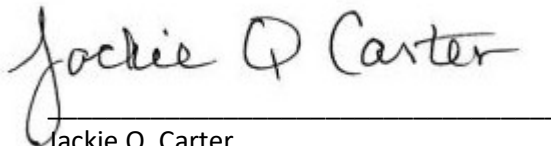
Diane S. Diel
Chair, Bylaws Committee

PORT MILWAUKEE

PORT MILWAUKEE

Handwritten signature of Adam M. Tindall-Schlicht in black ink.

Adam M. Tindall-Schlicht
Director

Handwritten signature of Jackie Q. Carter in black ink.

Jackie Q. Carter
Finance & Administration Officer