



BYLAWS

of the

Alaska Marine Highway Operations Advisory Board (AMHOB)

*A board administratively housed and supported by the
Alaska Department of Transportation and Public Facilities*

Version July 2023

*** LAST UPDATED July 14, 2023 ***

1. AMHOB Goals

1.1. Vision

The Alaska Marine Highway System is an essential and sustainable transportation mode vital to the economic and social well-being of coastal communities.

1.2. Mission

Transform AMHS into a safe, reliable, and efficient marine transportation service that consistently exceeds the expectations of our communities, customers, and employees.

Adopted July 14, 2023

2. Adoption, Amendment and Repeal of Bylaws

2.1. Introduction of bylaws

New bylaws or amendment of existing bylaws may be introduced by voting members of the board.

2.2. Bylaws in writing and on agenda

In order for the board to vote on a bylaw for adoption or repeal, the proposed bylaw or bylaw for appeal must be in writing and must be placed on a board agenda.

2.3. Seven-day notice required

A bylaw scheduled for action must be published on the tentative agenda seven days in advance of the meeting at which the action is scheduled in order to be voted on at that meeting. A proposed bylaw may not be added to an agenda at a meeting and approved by the board at the same meeting.

2.4. Majority vote necessary

The board may adopt or repeal a bylaw by a majority vote of members present at a board meeting.

Adopted July 14, 2023

3. Organization and Duties of the AMHOB Board

3.1. Officers

The officers of the state board are the chair and the vice-chair (per AS 19.65.130)

3.2. Election of officers

The officers of the board are elected at the first regular meeting of the board each calendar year and serve one (1) year. After that, if necessary, the officers shall serve until the election of their successors. A board member may serve successive terms as an officer without limit. A vote on a motion to elect officers shall be conducted in the following manner:

- 3.2.1.** Nominations will start with chair, if applicable, followed by vice-chair.
- 3.2.2.** All nominees under a motion will be afforded two (2) minutes and may make a statement regarding their willingness to serve, observing the code of conduct adopted under these bylaws. Once all nominees have been afforded the opportunity, a vote shall occur.
- 3.2.3.** The votes tallied shall be reported and the elected officer noted in the minutes for approval at the next regular meeting.

3.3. Duties of the chair

- 3.3.1.** Preside at all meetings of the board.
- 3.3.2.** Maintain liaison with other members of the board and with the commissioner when the board is not in session.
- 3.3.3.** Work with the commissioner and persons designated by the commissioner to develop meeting agendas.
- 3.3.4.** Represent the board when occasion requires, and speak publicly for the board as a whole on positions of the board.
- 3.3.5.** Unless otherwise specifically provided by law or motion, appoint board members to subcommittees that the board establishes.
- 3.3.6.** Advise the commissioner at times when the board is not in session.

3.4. Duties of the vice-chair

The vice-chair shall act in place of the chair in the chair's absence, or in the case of a vacancy in that office.

3.5. Duties of the commissioner

The commissioner or their designee shall keep a record of the minutes of all meetings, shall answer and file board correspondence, and shall perform any other duties that the board directs within their statutory purview. The commissioner may delegate responsibilities assigned by the board and specified by the board bylaws to one or more employees of the department.

Adopted July 14, 2023

4. Regular meetings

4.1. Meetings held quarterly

Regular meetings of the board will be held at least quarterly, during the first month of each quarter unless the board specifically selects another time and place. At least one meeting each year must be attended in person (AS 19.65.140).

4.2. Adoption of next meeting

At the last regularly scheduled meeting, the board will adopt a date and time for the next regular meeting, indicating the board's preference on a planned date and location of that meeting.

4.2.1. A majority of the members of the board may alter that meeting date and time if circumstances warrant that action.

4.2.2. If a date and time is not selected by the board, a poll may be conducted by staff requiring a range of reasonable dates provided by the board.

4.3. Work sessions

At the discretion of the chair, a regular meeting may be preceded by a work session at which the board may receive information and reports but may not vote or take any action on any item.

4.4. Public testimony

If a regular meeting is preceded by a work session, the commissioner, in consultation with the chair, will schedule time on the work session agenda for the public to offer testimony on any agenda items or general comments.

4.5. Order of business; regular meetings

The following is the order of business at each regular meeting:

- 4.5.1. Call to order and roll call.
- 4.5.2. Approval of the previous meeting minutes.
- 4.5.3. Review and adoption of the agenda.
- 4.5.4. Report from the board chair.
- 4.5.5. Report from board members.
- 4.5.6. Opening public comments on agenda items or general comments.
- 4.5.7. Report from AMHS management.
- 4.5.8. Regular business (from approved agenda).
- 4.5.9. Standing reports, including a report from the commissioner and a report from the attorney general.
- 4.5.10. Closing public comments on discussion, agenda items or general comments.
- 4.5.11. Scheduling and agenda setting for next regular meeting.
- 4.5.12. Board member closing comments.

4.6. Amending the agenda

A board member may, during the 4.5.3 business of the regular meeting, propose additional agenda items for consideration. Additional agenda items may be added by vote of the majority of the board members present. The chair shall decide the appropriate placement of agenda items so added to the agenda.

4.7. Disclosure of Potential Ethics Act Violations

At each meeting, following the approval of the agenda, each member of the board shall disclose on the record whether participation on an agenda item would be a potential violation of the Alaska Executive Branch Ethics Act as required by AS 39.52.220. The chair, as the designated ethics supervisor, shall determine whether a member's participation on the agenda item violates AS 39.52. If not, the member may participate. If a board member objects to the decision of the chair, the members present at the meeting, excluding the involved member, shall vote on the matter. The board chair shall disclose any potential violations in advance of the meeting to his or her ethics supervisor, and disclose all determinations on the record. If the chair discloses a potential violation at the meeting, the members, excluding the chair, may vote on the matter.

5. *Special meetings*

5.1. Calling a special meeting

A special meeting of the board may be called by the chair or by at least four members of the board. The special meeting must be publicly noticed with an agenda and public record for posting and development of minutes.

5.2. Business limited

The business conducted at a special meeting is limited to matters identified in the official public notice of the special meeting

Adopted July 14, 2023

6. *Participation in meetings*

6.1. Participation expected

Board members are expected to attend each regular, special and emergency board meeting. However, when it is not possible for a board member to attend a meeting, the member should inform the chair or the commissioner or their designee as soon as possible.

6.2. Participation in regular, special or emergency meetings by teleconference

A board member may request to participate in a regular, special or emergency meeting of the board by teleconference when an emergency or other valid reason prohibits the member from participating via video conference or traveling to a meeting site. The member must notify the chair, commissioner or commissioner's designee as soon as possible that the member will participate by teleconference to expedite arrangements for teleconference participation.

Adopted July 14, 2023

7. *Governance of meetings*

7.1. Robert's Rules used

Robert's Rules of Order, Newly Revised, 10th Edition, will govern proceedings of the board, unless a procedure is otherwise governed by state law or regulation, or by a specific board bylaw.

7.2 Majority vote required

All questions pending before the board will be decided by a majority of the members present and voting (per AS 19.65.130).

Adopted July 14, 2023

8. *Notice of meetings*

8.1 Notice of regular meetings

For each regular meeting of the board, the commissioner shall no later than 10 days before a regular meeting:

8.1.1. Publish notice of the date, time, and place of the meeting to the board website, to the online public notice system, to the specified AMHS email distribution list, and on DOT&PF social media platforms that are deemed relevant.

8.2 Notice of special and emergency meetings and work sessions

Reasonable notice shall be given for special meetings, emergency meetings, and work sessions of the board.

8.3 Notice of teleconference and videoconference meetings

If a meeting, or any portion of it, is to be conducted by teleconference or videoconference, the notice must note the location of any teleconference facility or videoconference facility that will be used.

Adopted July 14, 2023

9. *Agenda preparation and distribution*

9.1. The chair and commissioner shall coordinate

The board chair and the commissioner, or their designee, shall coordinate preparation of a tentative agenda for each regular meeting, special meeting, cancellation and/or postponement of any meetings.

9.2. Placing agenda items on agenda

To allow for consideration of an item as the agenda is developed, a board member, advisory member, employee of the department, or any member of the public who wishes to place an item on the agenda should submit a request to the commissioner, the commissioner's designee, or the chair not less than 10 business days before the next regular meeting, or not less than 5 business days before a special meeting.

9.3. Commissioner's responsibilities for agenda

9.3.1. The commissioner, or his designee, shall prepare and distribute the tentative agenda, agenda packet memoranda, and required supporting material.

9.3.2. Not later than 5 business days before a meeting, the commissioner/designee shall distribute the agenda and agenda packet to:

9.3.2.1. AMHOB board members (on invite and emailed).

9.3.2.2. AMHOB website (posted to front page for next regular meeting).

9.4. Distributing supplemental materials

The commissioner may distribute supplemental agenda packet memoranda and required supporting material if necessary.

9.5. The commissioner, or their designee, may request an extension of the 9.2 distribution deadline from the board chair. The commissioner reserves the right to make additions to the materials distributed.

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10. *Polling of board members*

If directed by the chair, the commissioner/designee shall poll board members:

- 10.1.** To authorize altering a regular meeting from the date and location of the meeting set in the calendar of regular meetings previously adopted by the board.
- 10.2.** To convene a special meeting and to establish or change its time, date, and location.
- 10.3.** To insert or delete an item on a tentative agenda for a regular or special meeting.

Adopted July 14, 2023

11. *Conferring with AMHOB on Marine Director Candidate(s)*

11.1. Pursuant to AS 19.65.180(a), the commissioner, or their designee, shall confer with the board regarding any candidate(s) for the position of the AMHS Marine Director. This shall be conducted in an executive session.

Adopted July 14, 2023

***** *Bylaws Concluded* *****