

RESOLUTION NO. 3611

A RESOLUTION of the Port Commission of the Port of Seattle adopting Bylaws governing the organization and transaction of business of the Port of Seattle Commission and repealing all previous resolutions dealing with the same subject matter.

WHEREAS, the Bylaws constitute the rules governing the organization and transaction of the business of the Port Commission of the Port of Seattle; and

WHEREAS, the Bylaws were duly adopted by the Port Commission and were last amended by Resolution No. 3593 in 2008; and

WHEREAS, the Port Commission now wishes to revise and update its Bylaws to reflect its current policies and practices; and

WHEREAS, the Bylaws set forth in Exhibit “A” to this Resolution and incorporated by reference codify these revisions with respect to the Port Commission’s duties and responsibilities, organization, meeting times, transparency of operations, executive sessions, action in absence of a quorum, Order of Business, and other matters:

NOW, THEREFORE, BE IT RESOLVED by the Port Commission of the Port of Seattle that the current Bylaws, as amended on January 15, 2008, be replaced in their entirety by the attached Bylaws.

ADOPTED by the Port Commission of the Port of Seattle at a special meeting thereof, held this _____ day of _____, 2009, and duly authenticated in open session by the signatures of the Commissioners voting in favor thereof and the seal of the Commission.

EXHIBIT “A”

Article I

PREAMBLE

The Port Commission is the legally constituted governing body of the Port of Seattle. As a governing body of a special purpose municipal corporation, it is charged with the responsibility of fulfilling legislatively mandated purposes and objectives.

These Bylaws shall constitute the rules governing the transaction of business by the duly elected Port Commission. Commissioners shall faithfully perform all duties of office. Commissioners shall abide by the principle that “public service is a public trust.” Commissioners shall uphold the integrity, impartiality and independence of the Commission and shall encourage and promote accountability, transparency and public confidence by their actions.

Commissioners shall safeguard the Port of Seattle as a public agency whose primary mission shall be to invest public resources to advance trade and commerce, promote industrial growth, stimulate economic development and create jobs. This mission depends upon the transportation of people and goods by air, water and land and ensures economic vitality and a sustainable quality of life for the people of King County. The Commission shall act to preserve scarce maritime and aviation-related resources of unique value for Port uses.

Article II

DUTIES AND RESPONSIBILITIES OF THE COMMISSION

1. In executing its responsibilities, the Commission shall:
 - A) Establish broad policies, overall direction and long-term objectives of the Port, as established in Resolution 3605 and its Statement of Purposes and Objectives.
 - B) Select a Chief Executive Officer to implement Port policies and objectives and to administer and operate the Port based on the delegation of administrative responsibility and authority as adopted in Resolution No. 3605 as amended or succeeded. The Commission shall set the salary level and review the performance evaluation and the performance pay of the Chief Executive Officer in public session. The Port Commissioners shall have discretion in determining the pay of the Chief Executive Officer. The Commission and the Chief Executive officer shall agree on the Chief Executive Officer’s Goals and Objectives on an annual basis.
 - C) Approve the annual budget of the Port of Seattle and set the amount of the annual tax levy by December 1 of each calendar year.

D) Establish the degree to which the Port will use the governmental powers of taxation and eminent domain.

E) Establish financial policies, including capital formation and debt issuance.

F) Determine the types of business activity in which the Port will engage.

G) Identify short and long-term business strategies for enhancement of maritime and aviation business as well as other activities in which the Port might engage.

H) Approve labor agreements.

I) Establish Port positions on significant governmental legislation.

J) Approve the annual Salary and Benefits Resolution. Delegate personnel administration to the Chief Executive Officer.

K) Develop a consensus with the Chief Executive Officer on the choices of finalists for the position of Deputy Chief Executive Officer.

L) Hire the Director of Commission Services.

2. Any Commissioners desiring to have any issue, project, commitment of resources, or other matter considered shall secure the support of at least one other Port Commissioner and may have such item placed on the agenda of the Commission meeting following submission of the item to the President of the Commission.

3. The President of the Commission shall be responsible for overseeing the agenda for Port Commission meetings.

4. The President of the Commission shall be the spokesperson for the Commission in expressing a view held jointly by the Port Commission, unless another spokesperson shall be delegated. However, individual Commissioners shall have the right to voice personal opinions differing from decisions taken or under review by the Port Commission as a whole as long as they are stated as such.

5. The President of the Commission shall supervise the Director of Commission Services, and the Director of Commission Services shall supervise all Commission staff. The President of the Commission shall reiterate to the Commission staff its lack of authority over full-time regular employees of the Port in terms of direction and work obligations.

Article III

ORGANIZATION OF THE COMMISSION

1. The Commission shall elect new officers at the first meeting of each calendar year. An officer's term shall run for one (1) year beginning when elected, or until a successor is elected. However, whenever vacancies arise, they may be filled at any regular or special meeting of the Commission.
2. The Commission shall elect a President and Secretary from its own members. A Vice-President and Assistant Secretary may be elected also, if desired. During the temporary absence of any Commission officer, the officer next in line shall temporarily assume the duties of the absent officer in an acting capacity during the absence. If a Commissioner's absence is lengthy or due to disability or the inability to serve, the Commission may appoint the officer next in line to the position held by the absent officer.
3. All proceedings shall be by motion or resolution. A record of the proceedings shall be recorded in the Minutes.
4. In the event of a vacancy in the office of Port Commissioner, such vacancy shall be filled at the next general election. In the interim, the remaining Commissioners shall fill the vacancy by appointment by a majority vote within sixty (60) days of the creation of the vacancy. The Commission shall solicit applications or expressions of interest in this appointment from the citizens of King County within five (5) working days from the creation of the vacancy. All applications for the appointment shall be submitted to the Port Commission within fifteen (15) working days of notice being posted. The Commission shall review these submissions and shall have background investigations conducted. Interviews of up to three of the most qualified candidates shall be conducted in open session. The Commission shall select one candidate to fill the vacancy by majority vote in open session before the end of the sixty (60) day period.
5. If the Commission lacks a majority due to the total number of vacancies, the King County Council shall within thirty (30) days of the creation of such vacancies appoint the number of Commissioners necessary to provide a majority. The Commissioners thus appointed shall meet within sixty (60) days of their appointment to appoint the number of Commissioners needed to complete the Commission *ad interim* through the next general election.
6. The Commission may, from time to time, establish such Standing Committees as are necessary to conduct specialized work. The composition of Standing Committees shall be determined by the President of the Commission. In general, a Commissioner shall not expect to serve more than two consecutive years on a Standing Committee, but tenure is at the discretion of the President. Standing Committees shall be staffed by Commission staff. To remain in compliance with the Open Public Meetings Act (Chap. 42.30 RCW), Standing Committees can never be comprised of more than two members of the Commission, as three or more members constitute a quorum of the Commission.

Standing Committees, however, may include a third member who is not a member of the Commission. Standing Committees may act on behalf of the Commission as its representative if they have been approved to do so by the Commission by a vote of the majority in open session and if such authority is expressed in the Committee's Charter. Standing Committees shall notice their meetings and shall hold them in open session. The Commission may form temporary committees whose mandate shall be defined in the motion creating the temporary committee. Temporary committees formed to report findings or make recommendations to the full Commission are not required to meet in public session.

7. Port-Related Board Memberships:

Port of Seattle Commissioners may serve on Port-related outside boards. The Commission President shall assign, in consultation with the other Commissioners, Port-related board memberships for all Commissioners at the beginning of each calendar year. In general, a Commissioner shall not expect to serve on the same outside board for more than four consecutive years, but tenure is at the discretion of the President. One factor influencing whether service on an outside board should be extended is whether such an extension would allow the Commissioner to hold an officer position on the board. Commissioners who serve as members on outside boards shall avoid conflicts of interest. If such conflicts arise, Commissioners shall recuse themselves from any consideration and voting upon the issue that creates the conflict.

Article IV

DUTIES OF OFFICERS

1. The President shall preside at all public meetings of the Commission and at executive sessions of the Commission, and shall sign all resolutions, contracts, official correspondence and other instruments on behalf of the Commission as authorized by the Commission. The President shall perform all such other duties that are incident to the office or are properly required by the Commission. The President shall authorize the issuance of notices for regular and special meetings of the Commission as provided in ARTICLE V of these Bylaws. In addition, any three Commissioners may issue notice for a special meeting.
2. The Vice-President shall, during the absence or disability of the President, exercise all the functions of the President. In addition, the Vice-President shall have such powers and discharge such duties as may be assigned from time to time by the Commission.
3. The Secretary shall insure that the recording of the minutes by Port of Seattle Commission staff is carried out. The Secretary shall also insure that Port of Seattle Commission staff retain a record of all motions and resolutions adopted by the Commission, and shall supervise the safekeeping of the seal and the minute books, and shall otherwise perform such further duties as are incident to the office and as are properly required by the Commission.

4. The Assistant Secretary shall, during the absence or disability of the Secretary, exercise all the functions of the Secretary.
5. Any Commissioner who shall be elected to act for an incumbent elected officer during the temporary absence or disability of such officer shall exercise all the functions of the incumbent officer, but only during the continuance of the absence or disability of such officer.
6. Commission duties and responsibilities are outlined in Article II of these Bylaws.

Article V

MEETINGS

1. Regular Meetings: No additional notice shall be required for regular meetings; the time and place of which are established by these bylaws or state law. Regular meetings of the Commission shall be held at 1 p.m. on the first, second and fourth Tuesday of each month, provided, however, that in the event an executive session is to be held, the regular meeting shall convene at 12 p.m. and shall immediately recess to an executive session, which shall be closed to the public. The regular meeting shall then reconvene at 1 p.m. If necessary, an executive session may also follow a regular meeting. If, at any time, any regular meeting falls on a holiday, such regular meeting shall be rescheduled as soon as possible thereafter.
2. Special Meetings: Special public meetings may be called for any time either by the President or by a majority of the Commissioners by delivering personally or by electronic mail written notice to each Commissioner; and to each local newspaper of general circulation and to each local radio or television station which has on file with the Commission a written request to be notified of such special meeting or of all special meetings. Such notice must be delivered personally or by electronic mail at least twenty-four (24) hours before the time of such meeting, as specified in the notice. The call and notice shall specify the time and place of the special meeting and all business to be transacted. Such notice shall also be posted on the Port of Seattle's website at least twenty-four (24) hours before the meeting. Final disposition shall not be taken on any other matter at such meeting by the Commission. Such written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the Secretary of the Commission a written waiver of notice. Such waiver may be given by regular or electronic mail or facsimile transmittal. Such written or electronic notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The notices provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such a notice would make notice impractical and increase the likelihood of such injury or damage.

3. All meetings shall be open and public except as otherwise provided by these Bylaws or State law.

4. Place of Meetings: The regular meetings on the first and second Tuesday of each month and all special meetings of the Commission shall be held at the Port of Seattle Headquarters Building, Pier 69, 2711 Alaskan Way, Seattle, Washington. Unless otherwise so publicized in the same manner as for special meetings, the regular meeting on the fourth Tuesday of each month shall be held at Seattle-Tacoma International Airport in the auditorium, Mezzanine Level, Main Terminal. Unless otherwise determined by a majority of the Commission, the Commission shall hold four meetings each year either (1) in a public location in King County outside of Port property or (2) with respect to a joint meeting with another government commission or council, within the chambers of either body or in a mutually-agreed public location. The place for holding such meetings may be changed by concurrence of a majority of the Commission. Joint meetings with another government commission or council may replace a regular meeting of the Commission.

5. Executive Sessions: The Commission may meet in executive session which shall be closed to the public during a regular or special meeting for all the purposes permitted by the Open Public Meetings Act (Chap. 42.30 RCW) and other laws, including, but not limited to, the following:

- A) The consideration of matters affecting national security;
- B) Matters involving legal risk to the Port of Seattle;
- C) The selection of a site or the acquisition of real estate by lease or purchase, when public knowledge regarding such consideration would cause a likelihood of increased price;
- D) The sale or lease of real estate when public knowledge regarding such consideration would cause a likelihood of decreased price;
- E) Review of negotiations on the performance of publicly-bid contracts when public knowledge would cause a likelihood of increased costs;
- F) Personnel matters related to the Chief Executive Officer or Commission staff members;
- G) The hearing of complaints or charges brought against such officer or employee unless such officer or employee requests a public hearing;
- H) Communications with legal counsel respecting agency enforcement action, litigation or potential litigation to which the governing body, or a member acting in an official capacity is, or is likely to become, a party when public knowledge

regarding the discussion would cause a likelihood of adverse legal or financial consequence;

I) Interviews of candidates for positions at the Port.

6. Transparency of Commission Operations: Each Commissioner shall abide by the Port Commission Transparency Code of Conduct. The Commission shall uphold the spirit and intent of the Open Public Meetings Act (Chap. 42.30 RCW) and shall conduct its meetings accordingly. Therefore:

A. Executive sessions shall be recorded electronically, and the General Counsel shall be provided with the original recording of the executive sessions for safekeeping. Outside counsel shall annually monitor the Commission's compliance with the Open Public Meetings Act (Chap. 42.30 RCW) and other laws by reviewing recordings of Commission executive sessions on a representative sampling basis.

B. A maximum of two executive sessions each month shall be held. Additional sessions may be held only if there are exceptional circumstances as determined by the President of the Commission and/or when two or more Commissioners request an additional executive session. This limitation does not apply when the purpose of the executive session is to discuss personnel issues or interview candidates for positions at the Port.

7. Adjournment or Continuation to a Special Meeting: Adjournment or continuation to a special meeting shall be pursuant to notice as required by law.

8. Quorum: Three (3) Commissioners shall constitute a quorum. No action defined by statute as the transaction of the official business of a public agency shall occur in the absence of a quorum. A Commission member who is physically absent may participate in live meeting deliberations by audio or video conference, provided that he or she has the ability to listen to or view the proceedings, and the Port Commission and the public have the ability to listen to or see the Commissioner. A Commissioner may vote by audio or video conference only when he or she has been able to hear or see the entire agenda item. This provision is specifically intended to facilitate the presence of a quorum when three or more Commissioners are not available to participate in person or to accommodate a Commissioner who may be traveling. This procedure may also be used in other unforeseen circumstances. Except in case of an emergency or critical situation, or other unforeseen circumstance, at least one Commissioner must be physically present to preside over the meeting when other Commissioners are participating by audio or video conference. Port Commissioners participating by audio or video conference may vote upon a matter, provided they have been present through an audio or video conference for the entire presentation and discussion of the particular agenda item that is being voted upon. It is understood that participation by a Commissioner by audio or video conference is an unusual situation and should only occur when (absolutely) necessary.

9. Absences: Any absence by a Commissioner from a meeting because of attendance to other Port business shall be so recorded in the minutes of the meeting.

10. Cancellation of Meeting: Any regular or special meeting may be cancelled by the President. Such a cancellation shall be noticed publicly no less than twenty-four (24) hours in advance and noticed on the Port of Seattle website, if possible.

Article VI

ORDER OF BUSINESS

The order of business at all meetings, unless otherwise agreed to by the Commission at such meeting, shall be:

1. Call to Order.
2. Executive Session (if necessary).*
3. Approval of Minutes.
4. Special Order of Business.
5. Unanimous Consent Calendar.**
6. Division, Corporate and Commission Action Items or Policy Roundtables***
7. Staff Briefings.***
8. New Business.
9. Policy Roundtables.***
10. Adjournment.

*Following an Executive Session, the public meeting will be reconvened, and the Commission may consider items discussed in the Executive Session.

**The President shall approve items before they are placed on the Unanimous Consent Calendar. Unless otherwise requested by a Commissioner or a member of the public, all items under the Unanimous Consent Calendar will be voted on as a single item. If a Commissioner or a member of the public requests discussion on a particular item, that item will be removed from the Unanimous Consent Calendar and voted on separately.

***Division, Corporate and Commission action items shall normally precede staff briefings, but the specific order of the action items and staff briefings shall be determined at the time notice of the meeting is given. Policy Roundtables occasionally may be held before action items and staff briefings are considered.

Article VII

MOTIONS

1. Except as required by Article VII, the Commission shall transact its business by motion which may be made by any Commissioner in attendance or participating through audio or video conference, including the chair of the meeting.
2. All motions shall require a second to be recognized. Subjects raised for discussion under New Business shall not require a second.
3. Voting on all motions shall be “yea,” “abstain” or “nay” unless a division is called for by any Commissioner, in which case the Secretary, or acting Secretary, shall call the roll in alphabetical order and record the vote of each Commissioner present.
4. Concurrence of three (3) Commissioners shall be necessary and shall be sufficient for the passage of any motion.

Article VIII

RESOLUTIONS

1. All matters, which in the judgment of the Commission, are of a legislative character shall be embodied in the form of resolutions. Such a resolution shall not be put on for final passage at the same meeting at which it is first introduced, except by unanimous consent of all the Commissioners. Said consent may be given either in person at this meeting, or if any Commissioner is to be absent, by advance written consent, which consent shall be made a part of the minutes of the meeting and shall consent either to final action being taken on all resolutions brought before the particular meeting or to final action being taken only on those resolutions specified in said written consent. A resolution put on for final passage may be passed with the consent of three (3) Commissioners attending the meeting in person or through audio or video conference.
2. All Resolutions shall require a second for 1st or 2nd Reading before being considered by the Commission.
3. Voting on all resolutions shall be by “yea,” “abstain” or “nay” unless a division is called for by any Commissioner, in which case, the Secretary or acting Secretary shall call the roll in alphabetical order and record the vote of each Commissioner present.

4. Resolutions shall be numbered consecutively and the original copy of each resolution shall be duly authenticated in open session by the signature of the Commissioners voting in its favor and by the seal of the Commission. Each resolution shall be filed by the Secretary and shall be recorded in a book or books kept for such purpose, which shall be public records.

Article IX

MINUTES

1. All proceedings of the Commission shall be recorded in a book or books kept for such purpose. All proceedings of the Commission shall be public records.
2. When the Commission has approved the minutes of a meeting in accordance with ARTICLE V, the minutes as approved shall represent the sole, final and considered determination of the Commission as to the motions and resolutions set forth therein, superseding all statements made by Commissioners at the meeting.

Article X

AMENDMENT OF THE BYLAWS

These Bylaws may be amended by the Commission by resolution duly adopted.