

# **Port of Seattle Commission Bylaws**

As amended ~~January 7~~April 8, 2014

## **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. The Port shall take official positions as an organization ~~only regarding~~ significant legislation ~~with respect to which~~ only after the Commission has discussed it in open session and taken a position ~~on~~ by majority vote.
  - J) Approve the annual Salary and Benefits Resolution. Delegate personnel administration to the Chief Executive Officer.
  - K) Approve the Audit Committee Charter and the Internal Audit Department Charter.
  - L) Develop a consensus with the Chief Executive Officer on the choices of finalists for the position of Deputy Chief Executive Officer.
  - M) Hire the Commission Chief of Staff.
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 or Co-President of the Commission.
  3. The President or Co-President of the Commission shall be responsible for overseeing the agenda for Port Commission meetings.
  4. The President or Co-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 or Co-President of the Commission shall supervise the Commission Chief of Staff, and the Commission Chief of Staff shall supervise all Commission staff. The President or Co-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. All hiring and firing decisions with respect to Commission Office staff shall be made only after notifying all Commissioners.

### **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 but not more than two Co-Presidents and a Secretary from its own members. Additionally, a Vice President and Assistant Secretary may be elected. 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 and in the following order: President, Co-President, Vice President, Secretary, and Assistant Secretary. 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 (i) no later than 90 days after the creation of the vacancy or (ii) where the vacancy is caused by resignation, no later than 90 days after the effective date of the resignation. No later than five (5) working days after the creation of the vacancy or the date on which notice of resignation is provided, the Commission shall issue a press release and post on the Port's website a request for applications from citizens in King County interested in being considered for the appointment. All applications for the appointment shall be submitted to the Port Commission no later than the application submission date noted in the Commission's request for applications. The Commission shall review the applications and shall obtain background investigations of the applicants. The Commission shall conduct interviews in public session of no more than six (6) of the most qualified candidates. The Commission shall select one candidate by majority vote in public session to fill the vacancy.
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 or Co-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 or Co-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~~ shall not 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 or Co-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 or Co-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 or Co-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 or Co-President shall

perform all such other duties that are incident to the office or are properly required by the Commission. The President or Co-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 or both Co-Presidents, exercise all the functions of the President or Co-Presidents. 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 ensure that the recording of the minutes by Port of Seattle Commission staff is carried out. The Secretary shall also ensure 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 approved~~ minutes ~~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 **be held at any time after convening, including at the end of** ~~also follow~~ a regular **or special** 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 Co-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 Conference Center at Sea-Tac on the auditorium, Mezzanine Level ~~of the;~~ 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. Executive sessions held for the purpose of discussing evaluation of qualifications for public employment or review of the performance of a public employee as described in RCW 42.30.110(1)(g) shall be exempt from the recording requirements of this section. Executive sessions held to discuss other matters authorized by RCW 42.30.110 may be made exempt from recording by a motion disposed of prior to convening the executive session and in accordance with the provisions of Article VII of these Bylaws. The extent to which the executive session or parts thereof shall be exempt from recording shall be stated in the motion, which shall be decided in public session. 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 or Co-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 or Co-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 regular meetings, unless otherwise agreed to by the Commission at such meeting, shall be as follows, provided, the specific order of action items and staff briefings shall be determined at the time notice of the meeting is given and may be altered at such meeting by consent of the Commissioners present:



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

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

\*\*Special Orders of Business may include items of a ceremonial nature, policy roundtables, public hearings, or any action that the Commission chooses to take up prior to consideration of other actions.

\*\*\*The Unanimous Consent Calendar shall include minutes available for approval. The President or Co-President shall approve the items ~~before they are to be~~ 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, without further discussion. 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 following public testimony.

\*\*\*\*Items removed from the Consent Calendar for separate discussion and vote, including minutes to be amended, may be heard following public testimony. Testimony related to a public hearing shall be heard during the public hearing to which it is related. The Commission may accept further public testimony during Additional New Business or at other times as it deems appropriate.

~~\*\*\*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 a 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 Additional New Business that do not require a vote shall not require a second to be heard.
3. Voting on all motions shall be “yea,” “abstain,” or “nay” unless a ~~division is called~~ roll call vote is requested ~~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 First or Second 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~~ roll call vote is requested 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 preserved in a manner appropriate to a permanent public record 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 ~~filed by the Secretary and preserved in a manner appropriate to a permanent public record 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.

## **REVISION HISTORY**

- April 8, 2014      Resolution No. 3690 revised Article V, Section 6, to exempt from recording matters in executive session pertaining to performance reviews and review of candidates for public employment. Article V, Section 1, was amended to clarify that executive sessions may be held at any time after convening of a regular meeting. The order of business in Article VI was amended to reflect current practice. The place of meetings in Article V, Section 4, was also updated to reflect current practice of holding special meetings at venues other than Pier 69. Clarifying language amendments were made in Article II, Section 1; Article III, Section 6; Article IV, Section 3; Article V, Sections 1 and 6; Article VII, Sections 1, 2, and 3; Article VIII, Sections 3 and 4; and Article IX, Section 1.
- January 7, 2014      Resolution No. 3689 revised Article II, Section 1(m); Article III, Section 2; Article IV, Section 2; and various additional sections to replace references to “President” with “Co-President” and to replace “Commission Services Director” with “Chief of Staff.” The order for temporarily filling the Chair in the absence of the presiding officer was clarified.
- January 22, 2013:      Resolution No. 3673, as amended, revised Article III, Section 4, to update the process for filling a vacancy in the office of Port Commissioner; added clarification to Article II, Section 1, paragraph (i) relating to establishing positions on significant legislation; and revised Article II, Section 5, relating to hiring and firing of Commission Office staff.
- December 4, 2012:      Resolution No. 3672 inserted a new paragraph (k) into Article II, Section 1, to include approval of charters of the Audit Committee and Internal Audit Department as a Commission responsibility.