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RESOLUTION NO. 3742

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 Resolutions No. 3611, 3672, 3673, 3689, 3690, 3733, and all other resolutions dealing with the same subject matter.

WHEREAS, the voters of King County authorized and approved the formation of a port district co-extensive with King County to be known as the Port of Seattle in a special election on September 5, 1911; and

WHEREAS, the Port of Seattle Commission is the legally constituted governing body of the Port of Seattle; and

WHEREAS, the commission now wishes to revise, update, and reorganize its bylaws to reflect its current policies and practices;

NOW, THEREFORE, BE IT RESOLVED by the Port Commission of the Port of Seattle that the current Port of Seattle Commission Bylaws, last amended on August 15, 2017, be replaced in their entirety by the text attached as Exhibit A.

ADOPTED by the Port Commission of the Port of Seattle at a duly noticed public meeting thereof, held this _____ day of _____, 2017, and duly authenticated in open session by the signatures of the commissioners voting in favor thereof and the seal of the commission.

Port of Seattle Commission

39 **EXHIBIT A to Resolution 3724**

40
41 **PORT of SEATTLE COMMISSION BYLAWS**

42 As proposed for introduction on December 5, 2017

43
44 **Article I – Object**

- 45
- 46 1. The Port of Seattle was chartered by the voters of King County as a port district by special
47 election on September 5, 1911. The Port of Seattle is a special-purpose municipal
48 corporation of the State of Washington that is governed by the Port of Seattle Commission.
49 The Port of Seattle Commission is authorized to perform its responsibilities under Title 53
50 RCW, and is charged with the responsibility to fulfill particular legislatively mandated
51 purposes and objectives.
52
 - 53 2. These bylaws constitute the rules governing the transaction of business by the duly elected
54 Port of Seattle Commission. Commissioners shall faithfully, ethically, and transparently
55 perform all duties of office and shall abide by the principle that public service is a public
56 trust. It is the goal of these bylaws to outline the transaction of business in a way that
57 appropriately safeguards the rights of the majority, minority, and individual within the body
58 politic of the Port of Seattle Commission.
59
 - 60 3. Commissioners shall safeguard the mission of the Port of Seattle as a public agency whose
61 primary mission shall be to invest public resources to advance trade and commerce,
62 promote industrial growth, preserve limited maritime and aviation resources of unique
63 value for port uses, stimulate economic development, and create jobs. This mission
64 depends upon the transportation of people and goods by air, water, and land, commitment
65 to environmental stewardship, and collaboration with neighboring communities. It ensures
66 economic vitality and a sustainable quality of life for all of the people of King County and
67 the Puget Sound region.
68

69
70 **Article II – Commissioners**

- 71
- 72 1. Membership. The members of the Port of Seattle Commission shall be those commissioners
73 duly elected pursuant to the laws of the State of Washington. Election and terms of port
74 commissioners shall be pursuant to applicable law. As elected officials, each commissioner
75 shall exercise the responsibilities of office and be accountable to the general public, the
76 electors of the port district, and one another.
77
 - 78 2. Collegiality. The commission governs the Port of Seattle only when a quorum of its
79 membership is assembled in a properly noticed public meeting and action is taken by the
80 required vote. It is the right of the individual or the minority of commissioners to dissent
81 from the will of the majority, just as it is the right of the majority to act by whatever vote is
82 needed for passage of a question. Commissioners are independently elected and have the

83 right to voice personal opinions on matters under consideration or that are pending final
84 action by the commission. Commissioners have the right to express opinions that differ
85 from the decision of the majority of the commission, provided that each commissioner
86 transparently distinguishes his or her individual opinion from the collective decisions of the
87 commission as a whole.
88

89 3. Oath of office. Pursuant to the requirements of RCW 29A.60.280, newly elected
90 commissioners shall take the oath of office required by law during the time period defined
91 by law. The oath shall be administered by a notary public holding the position of
92 commission clerk. Another person qualified to administer oaths may administer the oath of
93 office to newly elected commissioners when compliance with the legally required time
94 period necessitates it. In addition to taking the oath of office required by statute, the
95 commission may arrange for a second, ceremonial opportunity for newly elected
96 commissioners to take their oath of office in a public setting. Provided such commissioners
97 have already taken the oath in the manner required by applicable law, any person may
98 administer the oath in such a ceremonial setting.
99

100 4. Transparency pledge. Annually, prior to the first public meeting of the year, each
101 commissioner shall execute the following transparency pledge:
102

103 As a duly elected Port of Seattle commissioner, I am responsible for ensuring that
104 the Port of Seattle, a public agency of the state of Washington, conducts its business
105 in the open in compliance with the state's Open Public Meetings Act, Chapter 42.30
106 RCW. In fulfillment of my duties to the commission as a body, and in recognition of
107 my responsibilities as an elected official serving the citizens of King County, I give my
108 personal commitment to fostering and maintaining a culture of accountability and
109 transparency within the commission, among Port of Seattle employees, and
110 between the Port of Seattle and the citizens of King County. Therefore, I affirm my
111 commitment to openly governing the Port of Seattle pursuant to the Open Public
112 Meetings Act and the state's Public Records Act (Chapter 42.56 RCW). As a
113 commissioner, I will support and advance policies and practices that increase the
114 Port's openness and accountability and expand citizen access to the port's decision-
115 making consistent with the intent of the Open Public Meetings Act. Signed this ____
116 day of ____ , ____ , for the term of January 1 through December 31, ____ .
117 Commissioner ____
118

119 5. Ethical behavior, conflict of interest, recusal procedure.
120

121 (a) Commissioners shall uphold the standard of conduct described in the Port of Seattle
122 Code of Ethics for Port Commissioners and shall avoid conflicts of interest and the
123 appearance of conflicts of interest when performing their duties as port commissioners.
124 Procedures related to alleged misconduct and potential conflict of interest are
125 described in the Port of Seattle Code of Ethics for Port Commissioners, implementation
126 of which is ensured by the commission's officers and an independent Board of Ethics.

127 (b) If conflicts of interest arise, commissioners shall resolve the conflict pursuant to the
128 requirements of the Code of Ethics for Port Commissioners, including when necessary,
129 recusing themselves from any consideration and voting upon the issue that creates the
130 conflict. When recusing, a commissioner shall announce the conflict or apparent conflict
131 of interest prior to deliberation on the matter subject to recusal. Unless a recusing
132 commissioner's presence during a public meeting is required in order to preserve a
133 quorum, the commissioner shall leave the meeting room during consideration of
134 business subject to the conflict and may return upon its completion. Abstention from
135 voting does not presume recusal, and is described further in Article VI, Section 2.

136
137 6. Vacancy in office.

138
139 (a) A vacancy in the office of port commissioner may occur as provided in Chapter 42.12
140 RCW or by nonattendance at meetings of the port commission for a period of 60 days
141 unless excused by the port commission. In the event a vacancy in the office of port
142 commissioner occurs, such vacancy shall be filled in accordance with RCW 53.12.140
143 pursuant to Chapter 42.12 RCW and other applicable law. The remaining commissioners
144 shall fill the vacancy by appointment no later than 90 days after the creation of the
145 vacancy. If the vacancy is created due to a commissioner resigning his or her position,
146 the commission shall appoint a new commissioner within 90 days of the effective date
147 of the resignation.

148
149 (b) Solicitation of applications. The commission shall take the following steps upon
150 provision of a notice of resignation or the creation of a vacancy in the office of port
151 commissioner. Within five business days, the commission shall solicit applications to fill
152 the vacancy by issuing a press release and posting a request for applications on the Port
153 of Seattle website. Applications shall be solicited from citizens in King County interested
154 in being considered for the appointment. All applications for the appointment shall be
155 submitted to the port commission by the deadline noted in the commission's request
156 for applications.

157
158 (c) Review and selection of candidates. The commission shall review the applications and
159 shall obtain background investigations of the applicants. The commission may conduct
160 interviews in public of the most qualified candidates. The commission shall fill the
161 vacancy by selecting one candidate by majority vote of its membership in a public
162 meeting.

163
164 (d) Vacancy in office of three or more commissioners. When a majority of the
165 commissioner positions fixed by law are vacant, the provisions of RCW 42.12.070 and
166 applicable law shall govern the filling of the vacancies.

167
168 (e) Appointment until the next election. As provided in Chapter 29A.24 RCW, each person
169 appointed to serve in the office of commissioner shall serve until a qualified person is
170 elected at the next election at which a member of the governing body normally would

171 be elected. The person elected shall take office immediately and serve the remainder of
172 the unexpired term.

173
174 7. Outside boards and commissions. Commissioners may serve on external port-related
175 boards and commissions. No more than two commissioners shall serve on the same
176 external board or commission at the same time in order to avoid having a quorum of
177 commissioners at the meetings of such a board or commission. The process for determining
178 committee and external board and commission assignments in consultation with
179 commissioners is described in Article V, Section 3. The president shall make these
180 assignments as described in Article III, Section 5, and shall consider the following factors
181 when determining participation and length of service for commissioners on external boards
182 and commissions:

- 183
184 (a) The membership and office-holding requirements of the external boards in question;
185
186 (b) The interests of individual commissioners in serving on various external boards; and
187
188 (c) Whether the port commission is adequately represented on the external boards and
189 commissions needed to effectively advocate for the interests of the Port of Seattle.
190

191
192 **Article III – Officers**

- 193
194 1. All officers shall serve at the pleasure of the Port of Seattle Commission and shall carry out
195 the responsibilities described in these bylaws. Commission officers may be censured or
196 removed from office at any public meeting of the port commission legally convened in
197 accordance with applicable laws and these bylaws. The Code of Ethics for Port
198 Commissioners shall identify the procedures for addressing complaints of misconduct,
199 abuse of authority, and neglect of the duties of office by officers. If a majority of the
200 commissioners determine that an officer should be censured or removed from office, this
201 decision shall require a vote of the majority of commissioners as prescribed by applicable
202 law and these bylaws.
203
204 2. Election. At the first meeting of each calendar year, the commission shall elect a vice
205 president and secretary. As described elsewhere in this article, the vice president shall
206 succeed to the office of president in the following calendar year at the expiration of his or
207 her term as vice president.
208
209 3. Term of office. An officer’s term shall run from the date of election until the end of the
210 calendar year.
211
212 4. Commission officer vacancy.
213
214 (a) In the event that a commission officer resigns or is removed from the office of

215 president, vice president, or secretary, a commissioner may be selected to serve out the
216 officer's uncompleted term and shall so serve until the end of the calendar year. When
217 such vacancies arise, they may be filled at any regular or special meeting of the
218 commission. During the temporary absence of any commission officer, the officer next
219 in line shall assume the duties of the absent officer in an acting capacity in the following
220 order of succession, provided that this order of succession does not apply to meetings
221 of committees composed of fewer than a quorum of the port commission:
222

223 (b) In the physical absence of the president, the vice president temporarily shall assume
224 the duties of the president.
225

226 (c) In the physical absence of the vice president, the secretary temporarily shall assume the
227 duties of the vice president.
228

229 (d) In the physical absence of both the president and vice president, the secretary
230 temporarily shall assume the duties of the president.
231

232 5. Duties of the president.
233

234 (a) Order and decorum. The president shall preside over all public meetings and executive
235 sessions of the Port of Seattle Commission and shall be responsible for maintaining
236 order and decorum in accordance with the provisions of these bylaws.
237

238 (b) Preliminary agenda. The president shall authorize the formation of the commission's
239 preliminary public meeting agenda and shall propose the agenda for commission
240 approval on the day of the meeting in the appropriate order of business.
241

242 (c) Notice of meetings. The president shall authorize the issuance of such legal notices of
243 public meetings as may be required by law and these bylaws.
244

245 (d) Supervision of commission staff. Acting on behalf of the commission, the president shall
246 supervise the commission chief of staff, who in turn shall be responsible for the
247 organization and management of the staff of the office of the commission. Prior to
248 executing any hiring and firing decisions with respect to the professional staff of the
249 office of the commission, all commissioners shall be notified of the proposed decision
250 and a reasonable opportunity shall be given for commissioners to consult on such
251 decisions as time and circumstances warrant.
252

253 (e) Committee and external board appointments. In consultation with individual
254 commissioners, the president annually shall appoint commissioners to serve on and
255 chair standing or special committees and to serve on external boards and commissions,
256 subject to the considerations described in Article II, Section 7. As described in these
257 bylaws, the chair of the audit committee shall be the vice president, and therefore the
258 president does not appoint this position. The procedures for consultation and

259 appointment of commissioners to committees or external boards and commissions shall
260 be pursuant to the requirements of these bylaws related to committee structure.

261
262 (f) Commission spokesperson. The president shall be the spokesperson for the commission
263 in expressing views held collectively by the Port of Seattle Commission that have been
264 established by action taken in public session. The president may delegate this role on a
265 case-by-case basis. Article VI, Section 3 describes the procedures to be used for
266 informal polling of commissioner opinions when circumstances prevent formal action in
267 public session.

268
269 (g) Signature of instruments. On behalf of the commission, the president shall sign all
270 proclamations adopted in public session. The president shall execute all agreements
271 required in the normal course of fulfilling his or her duties. The president shall sign all
272 official correspondence and other instruments on behalf of the commission that are
273 consistent with the opinions or policy direction of the commission established by public
274 action.

275
276 (h) Other duties of the president. The president shall perform other duties incidental to the
277 office of the president, as established from time to time by the Port of Seattle
278 Commission.

279
280 6. Duties of the vice president.

281
282 (a) Succession to president. The vice president shall succeed the president for the
283 subsequent calendar year. If he or she is unable to fill the office of president in the
284 calendar year following the completion of his or her term as vice president, the
285 commission shall elect another commissioner to serve as president. A motion to elect a
286 president under these circumstances shall be in order as soon as reasonably possible
287 after the commission learns that the vice president will be unable to serve as president.

288
289 (b) Audit committee chair. The vice president shall serve as chair of the commission's audit
290 committee. For this reason, the president shall not appoint the chair of the audit
291 committee.

292
293 (c) Other duties of the vice president. The vice president shall perform other duties
294 incidental to the office of the vice president, as established from time to time by the
295 Port of Seattle Commission.

296
297 7. Duties of the secretary.

298
299 (a) The secretary shall oversee the proper recording of official actions of the Port of Seattle
300 Commission and shall oversee the distribution, retention, and disposition of such
301 records as described in these bylaws. To carry out this responsibility, the secretary shall
302 coordinate with a commission clerk. The secretary shall present minutes for approval to

303 the commission and shall attest to the authenticity of approved minutes by signature.
304 When the secretary is physically absent, the presiding officer shall so attest.

305
306 (b) Other duties of the secretary. The secretary shall perform other duties incidental to the
307 office of the secretary, as established from time to time by the Port of Seattle
308 Commission.

309
310 8. Duties of the commission clerk.

311
312 (a) There shall be a staff position to perform the duties of a commission clerk. The
313 commission clerk shall be supervised by the commission chief of staff. The work of the
314 commission clerk shall support the secretary as the officer responsible for overseeing
315 the recording of actions of the Port of Seattle Commission.

316
317 (b) Legal notices. Subject to authorization of the president, as described in Section 5, the
318 commission clerk shall ensure the posting, distribution, retention, and disposition of
319 port commission public meeting notices as may be required by law and these bylaws.

320
321 (c) Minutes. The commission clerk shall ensure the recording, distribution, retention, and
322 disposition of records of the official actions of the Port of Seattle Commission in
323 accordance with applicable law and best practices.

324
325 (d) Catalogs and indices. The commission clerk shall ensure the collection and cataloguing
326 of policy directives and governance-related resolutions of the Port of Seattle
327 Commission. He or she shall coordinate with the office of the port's executive director
328 to ensure that policies and procedures promulgated by the executive leadership of the
329 port are regularly reviewed for conformity with such policy directives. The commission
330 clerk shall maintain such indices of the records of the port commission as are
331 considered appropriate to accommodate the normal course of business. At a minimum,
332 the commission clerk shall maintain indices of actions of the port commission contained
333 in its minutes, and the subject matter of adopted resolutions, policy directives, and
334 other formal motions.

335
336 (e) Record holder. The commission clerk shall be the record holder and custodian of the
337 commission's approved minutes, adopted resolutions, proclamations, formal motions,
338 policy directives, and Delegation of Responsibility and Authority to the Executive Director
339 (General Delegation of Authority). The commission clerk shall be responsible for the
340 recording, distribution, retention, and disposition of these records and any related indices
341 pursuant to the procedures provided for in these bylaws. The commission clerk also shall
342 be the record holder of certificates of election of port commissioners, commission
343 transparency pledges, lists of commissioner assignments to commission committees and
344 external boards and commissions, and secondary copies of commissioner oaths of office,
345 which shall be recorded with the King County recorder's office.

346

- 347 (f) Port seal. The commission clerk shall be the custodian of the official Seal of the Port of
348 Seattle and shall affix its impression on official instruments whenever required.
349
- 350 (g) Administration of oaths. The commission clerk shall be the ordinary administrator of
351 the oath of office for newly elected port commissioners as required pursuant to RCW
352 29A.60.280, shall ensure the recording of such oaths with the King County Recorder's
353 Office, and shall provide other notarial services as required in the regular course of
354 business. If the commission clerk is not available to administer the oath of office during
355 the time period required pursuant to RCW 29A.60.280 or other law, another official
356 authorized to administer oaths pursuant to Chapter 5.28 RCW may administer the oath,
357 a copy of which shall be provided to the commission clerk for submission to the
358 recorder's office. The provisions of this section are intended to ensure compliance with
359 legal requirements and do not preclude additional public oath-of-office ceremonies.
360
- 361 (h) Notice of adjournment. When circumstances prevent assembly of a quorum of port
362 commissioners at the scheduled place or time, the commission clerk shall call the
363 scheduled meeting to order exclusively for the purpose of adjourning to another time
364 or location and shall ensure the posting of a notice of adjournment as described
365 elsewhere in these bylaws.
366
- 367 (i) Public comment. When the public is invited to comment pursuant to the provisions of
368 law or these bylaws, the commission clerk shall assemble a list of speakers.
369
- 370 (j) Roll-call votes. When a vote by roll call is required pursuant to the rules of order, the
371 commission clerk shall call the roll, announce the result to the presiding officer, and
372 record the votes so cast. The presiding officer shall announce the decision of the
373 commission on any motion.
374
- 375 (k) Parliamentarian. When questions of order arise, the commission clerk may advise the
376 presiding officer at the officer's discretion based on the commission's rules of order and
377 established parliamentary authority.
378
- 379 (l) Other duties of the clerk. The commission clerk shall perform other duties consistent
380 with the responsibilities of a municipal clerk as may be required from time to time.
381
- 382 (m) Delegation of duties. The duties of the commission clerk may be performed on a
383 temporary basis by a deputy commission clerk or suitable delegate, as circumstances
384 require.
385
386

387 **Article IV – Meetings**

388

389 1. Public meetings.

390

391 (a) All meetings of a quorum of port commissioners shall be open to the public as required
392 by law and these bylaws; provided deliberations may be closed to the public pursuant
393 to the exemptions provided for explicitly in state law and in accordance with the
394 procedures required by statute and these bylaws.

395

396 (b) Record of proceedings. A record of all actions of the port commission taken during its
397 public meetings shall be kept by the commission clerk and shall be made available to
398 the public in the form of minutes approved by the port commission. When the
399 commission has approved the minutes of a meeting, the minutes so approved shall
400 represent the sole, final, and considered determination of the commission as to the
401 actions contained therein, superseding all statements made by commissioners at the
402 meeting. Unless prevented by extenuating circumstances, regular meetings shall, and
403 special meetings may, be recorded electronically.

404

405 2. Quorum. A majority of the persons holding the office of port commissioner at any time
406 shall constitute a quorum of the port commission for the transaction of business. No
407 business of the port commission shall be transacted unless there are in office at least a
408 majority of the full number of commissioners fixed by law, except as otherwise may be
409 provided for by law. No action defined by statute as the transaction of the official business
410 of a public agency shall occur in the absence of a quorum. In the absence of a quorum,
411 individual commissioners may participate in informational presentations. Such
412 presentations are not deliberations of the Port of Seattle Commission, and comments made
413 by individual commissioners in this context are not directions binding on the executive
414 director or other agents of the Port of Seattle. In the event a public meeting is interrupted
415 by the loss of a quorum of commissioners, the presiding officer shall announce that the
416 commission meeting has been adjourned or recessed due to the absence of a quorum
417 before continuing with further informational presentations.

418

419 3. Absences.

420

421 (a) Failure to attend port commission meetings for a period of 60 days unless excused by
422 the commission shall constitute a vacancy in office as described in RCW 53.12.140.
423 When commissioners are absent from meetings in order to attend to other port
424 business, such absences shall be deemed excused. Absences shall be noted in the
425 meeting minutes as either “excused” or “absent.”

426

427 (b) Remote participation. Commissioners shall attend public meetings of the Port of Seattle
428 Commission in person unless prevented from doing so by extenuating circumstances.
429 Commissioners who are unable to attend in person may participate in meeting
430 deliberations electronically or by telephone, provided the commissioner can interact in

431 deliberations and be heard by the other commissioners and others attending the
432 meeting. Commissioners participating in a meeting in this manner shall be counted for
433 purposes of establishing a quorum and shall vote on all matters put for a decision as
434 long as they are present at the time of the vote. Except in cases of special meetings
435 called to deal with an emergency involving injury or damage to persons or property or
436 the likelihood of such injury or damage as described in RCW 42.30.080, at least one
437 commissioner shall be physically present to preside over a public meeting when other
438 commissioners are participating electronically or by telephone.

439
440 4. Regular meetings.

441
442 (a) Date, place, and time. Regular meetings of the Port of Seattle Commission shall be held
443 on the second and fourth Tuesdays of every month except December. In December,
444 regular meetings shall be held on the second and third Tuesdays. The meeting held on
445 the second Tuesday of the month shall be held at port headquarters at Pier 69, 2711
446 Alaskan Way, Seattle, Washington. When a regular meeting is held on the fourth
447 Tuesday of the month, it shall be held at the conference center at Seattle-Tacoma
448 International Airport, 17801 International Boulevard, Seattle, Washington. The meeting
449 held on the third Tuesday of December shall be held at the conference center at
450 Seattle-Tacoma International Airport, 17801 International Boulevard, Seattle,
451 Washington. Regular public meetings shall be convened at 12:00 noon. When an
452 executive session is to be held, the regular meeting may convene at 11:00 a.m. and
453 shall immediately recess to an executive session that shall be closed to the public, after
454 which the public session shall reconvene at 12:00 noon. When a regular meeting falls on
455 a holiday, such regular meeting shall be rescheduled as soon as possible thereafter.
456 Regular public meetings held pursuant to the schedule described in this section shall
457 not require additional publication of notice; however, notice similar to that provided for
458 special meetings may be provided for regular meetings.

459
460 (b) Cancellation. Regular or special meetings may be cancelled by authorization of the
461 president or by written request of a majority of the membership of the commission.
462 Such a request shall be provided to the president and the commission clerk at least 25
463 hours in advance of the scheduled convening time of the meeting to be cancelled. The
464 commission clerk shall issue notice of such cancellations no later than 24 hours in
465 advance of the scheduled convening time pursuant to the same procedures required for
466 notice of special meetings. Meetings requiring cancellation less than 24 hours in
467 advance of the scheduled convening time due to extenuating circumstances shall be
468 convened at the scheduled time and immediately adjourned as otherwise provided for
469 in this section.

470

471 5. Order of business for regular meetings.

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(a) The order of business for regular meetings shall be as follows, subject to the conditions specified in this section:

- Call to Order
- Executive Session
- Approval of the Agenda
- Executive Director’s Report
- Public Comment
- Unanimous Consent Calendar
- Special Orders
- Authorizations and Final Actions
- Presentations, Reports, and Staff Briefings
- Questions on Referral to Committee
- Adjournment

(b) Call to order. At the time specified by notice or these bylaws, the presiding officer shall call the meeting to order, announce the date, location, and convening time, and announce the presence of those commissioners constituting a quorum. When using the regular order of business, upon establishing a quorum, the presiding officer shall announce any absences and shall lead the commissioners and public assembled in reciting the Pledge of Allegiance to the Flag before continuing with other public business.

(c) Executive session. An executive session closed to the public may be held as described elsewhere in these bylaws for the purposes permitted by state law. When an executive session is held prior to transacting public business pursuant to the procedures in these bylaws, the commission shall reconvene in public session and may again recess into executive session as provided for by law.

(d) Approval of the agenda. Following convening of the public session of a meeting using the regular order of business, the presiding officer shall call for approval of the day’s agenda by putting the question for the revision of the proposed agenda. If any commissioner objects to the day’s agenda, the commissioner shall offer an amendment to add to, remove from, or reorder items on the preliminary agenda. If there are no amendments offered for the day’s agenda, the proposed agenda shall be deemed approved without objection. Any commissioner present at the time of approval of the agenda may remove an item from the consent calendar for separate consideration and vote. Removal of an item from the consent calendar by a commissioner shall not require a vote of the other commissioners attending the meeting unless the proposal is to_remove the item from the day’s agenda altogether. Any other amendments to the agenda shall be decided in the order moved and shall require a second to be considered. The approved agenda, including any successful amendments, shall

515 constitute the specific order of the day. Upon approval of the agenda, proposed
516 motions requesting commission approval or authorization on the agenda shall be
517 considered filed with the commission clerk, in the possession of the commission, and
518 shall not be withdrawn or amended except by a vote of a majority of the membership.
519 Further changes to the approved agenda may be made later in the meeting and shall
520 require a two-thirds vote for passage. Items shall not be added to the agendas of
521 special meetings at the time of approval of the agenda.

522
523 (e) Executive director's report. The executive director may make a brief report and
524 announcements to the commission on matters relevant to commission deliberations
525 prior to consideration of the orders of the day.

526
527 (f) Public comment. The commission may accept public comment at a regular or special
528 meeting and shall accept public testimony during public hearings and at other times as
529 required by law. Submission of written comment to the commission shall be
530 encouraged.

531
532 (g) Unanimous consent calendar. Items on the consent calendar shall include routine
533 matters and actions considered by the president to have general consensus of all
534 commissioners, including approval of the minutes of prior meetings available for
535 commission approval. Resolutions may be included on the consent calendar for final
536 adoption if they are routine and considered by the president to have general consensus
537 of all commissioners, have been introduced on a prior day, and do not require a public
538 hearing or amendment. Items on the consent calendar shall not be subject to discussion
539 or debate and shall be decided by a single vote. Any commissioner present at the time
540 of consideration of approval of the agenda may request removal of an item from the
541 unanimous consent calendar for separate consideration and vote. Items removed from
542 the consent calendar for separate consideration and vote shall become special orders
543 for the day and shall be taken up following those items previously scheduled for
544 consideration as special orders.

545
546 (h) Special orders. Special orders of business are items designated to be considered at a
547 particular time in the orders of the day. Special orders of business shall be listed on the
548 day's agenda and may include presentations or recognitions of a ceremonial nature,
549 stakeholder engagement sessions, policy roundtables, public hearings, or any actions
550 the commission chooses to take up at a special time on its agenda.

551
552 (i) Authorizations and final actions. Requested authorizations and other final actions
553 requiring a decision by the commission shall be listed on the day's agenda and shall be
554 considered in their regular order. Authorizations and final actions laid on the table may
555 be taken from the table by a vote of a majority of the membership during the same
556 session or shall become special orders of business at the next regular meeting of the
557 commission or at the meeting specified in the motion to lay on the table.
558

559 (j) Presentations, reports, and staff briefings. Presentations not requiring immediate final
560 action shall be considered during the order of presentations, reports, and staff
561 briefings. Final action may be taken on such matters by a majority vote of the
562 membership only when all commissioners are present to participate in the meeting.
563

564 (k) Questions on referral to committee. Matters referred to committees for
565 recommendation in advance of public consideration by the commission may be
566 discharged from committee pursuant to the provisions of Article V.
567

568 (l) Adjournment. Provided there is no further scheduled business to transact, the
569 commission shall adjourn without the need for a motion for adjournment.
570

571 6. Special meetings.
572

573 (a) Any meeting held at a time or location other than as described for a regular meeting
574 pursuant to these bylaws constitutes a special meeting of the Port of Seattle
575 Commission. Special meetings may be called at any time by the president or a majority
576 of the membership of port commissioners, provided notice is issued by the commission
577 clerk in the manner prescribed by law not later than 24 hours in advance of the
578 convening time of a special meeting. The date, time, and location for convening such
579 meetings shall be described in the notice for the special meeting as required pursuant
580 to Chapter 42.30 RCW. The call for a special meeting shall include a description of the
581 business to be transacted during the special meeting and final action shall not be taken
582 on any other matter at such meeting. A special meeting may follow the order of
583 business prescribed for a regular meeting.
584

585 (b) Waiver of notice. Written notice issued at least 24 hours in advance of convening a
586 special meeting shall not be required when a special meeting is called to deal with an
587 emergency involving injury or damage to persons or property as described in
588 RCW 42.30.080. The requirement to issue written notice at least 24 hours in advance of
589 convening a special meeting may be dispensed with in the case of any commissioner
590 who files with the commission clerk a written waiver of notice prior to the convening of
591 such meeting. Such written notice may also be dispensed with as to any commissioner
592 who is actually present at the time of convening the special meeting. The written waiver
593 of notice shall include the commissioner's signature or similar authentication and shall
594 state the date, time, location, and description of the business to be transacted at the
595 special meeting. The commission clerk shall provide forms for executing notice waivers.
596

597 (c) *[intentionally left blank]*
598

599 (d) Special meetings called by a quorum of commissioners. When a majority of the
600 membership of the commission calls a special meeting, the commissioners calling the
601 meeting shall notify the president and commission clerk in writing of their intention to
602 convene the special meeting. The written request shall indicate the place and time for

603 convening the special meeting and a description of the business to be transacted. This
604 information shall be included in the notice for the special meeting pursuant to the
605 notice requirements of law and these bylaws. Final action shall not be taken on any
606 other matter at such meeting. Such a written notification to call a special meeting by a
607 majority of the membership of the commission shall be delivered to the commission
608 clerk at least 25 hours prior to the convening time of such a special meeting. No special
609 meeting called pursuant to the procedures in these bylaws shall commence earlier than
610 24 hours after the time of posting of the required meeting notice.

611
612 (e) Special meetings; community engagement. At least twice every year, the commission
613 shall hold special meetings for the purpose of engaging the public in the consideration
614 of matters relevant to the work of the Port of Seattle. The meeting locations, times, and
615 agendas shall be appropriate to the intended participants and shall comply with
616 applicable law and these bylaws.

617
618 7. Adjournment or continuation of a public meeting. Regular and special meetings may be
619 adjourned or continued pursuant to the notice requirements of Chapter 42.30 RCW. When
620 a meeting is so adjourned and provided members of the public are present at the time of
621 the adjournment or continuation, the presiding officer or the commission clerk shall
622 announce the place and time to which the meeting is to be adjourned or continued. An
623 order of adjournment shall be posted on or near the door of the room where the meeting
624 was adjourned or continued immediately following the announcement of adjournment or
625 continuation. If no members of the public are present at the time the meeting is adjourned
626 or continued, the announcement may be dispensed with and a copy of the order shall be
627 posted as described here.

628
629 8. Executive sessions.

630
631 (a) Executive sessions shall be closed to the public pursuant to the limitations imposed by
632 state law, including but not limited to the Open Public Meetings Act, Chapter 42.30
633 RCW. No final actions shall be taken during an executive session. Executive sessions
634 may be held only during a regular or special meeting of the port commission and may
635 be held at any time following convening of the public meeting in accordance with the
636 procedures required by statute and described in these bylaws.

637
638 (b) Recessing to executive session; public present. The following procedure shall apply
639 when an executive session is conducted prior to transacting the other business of a
640 regular or special meeting and when the public is present in the scheduled location of
641 the public meeting. A quorum of port commissioners shall assemble at the location of
642 the executive session. Once the required quorum is present and the published time for
643 convening the regular or special meeting has arrived, the presiding officer and the
644 commission clerk shall meet in the scheduled location of the public meeting and the
645 presiding officer shall call the meeting to order. If the required quorum of
646 commissioners is present at the location of the executive session but not immediately

647 present in the scheduled location of the public meeting, the presider shall announce
648 that such a quorum is present. The presiding officer shall announce the number of
649 topics to be discussed in executive session and identify them sufficiently to establish
650 their legal exemption from public deliberation. The announcement shall provide an
651 estimate of the time at which the public session will reconvene, and the public meeting
652 will then immediately stand in recess. The time announced for reconvening the special
653 or regular meeting shall not be earlier than the time otherwise published for
654 commencement of the public session of such a regular or special meeting in accordance
655 with the notice requirements of Chapter 42.30 RCW.

656
657 (c) Recessing to executive session; public not present. The following procedure shall apply
658 when an executive session is conducted prior to transacting the other business of a
659 regular or special meeting and when the public is not present in the scheduled location
660 of the public meeting. A quorum of port commissioners shall assemble at the location
661 of the executive session. Once the required quorum is present and the published time
662 for convening the regular or special meeting has arrived, the commission clerk shall
663 notify the presiding officer that there are no members of the public assembled in the
664 scheduled location of the public meeting, and the announcement procedures of
665 Subsection (b) above may be dispensed with. Under these circumstances, a notice
666 listing the matters to be discussed in executive session and noting the applicable legal
667 exemptions from public deliberation shall be posted on or near the door of the
668 scheduled location of the public meeting. This notice shall include the time previously
669 published for reconvening of the public session of the regular or special meeting as
670 required under Chapter 42.30 RCW.

671
672 (d) Extension of executive session. The following procedure shall apply when an executive
673 session is conducted prior to transacting other public business of a regular or special
674 meeting and the length of the executive session requires extension by more than five
675 minutes. The presiding officer shall return to the public meeting room and announce, or
676 may designate the commission clerk to announce, the extension of the executive
677 session pursuant to the requirements of Chapter 42.30 RCW. The announcement of
678 extension shall include a revised time for reconvening the public session, and a quorum
679 of commissioners shall not reconvene the public session at a time earlier than so
680 announced. When an executive session is so extended, a revised notice listing the
681 updated time for reconvening the public session, the matters to be discussed in
682 executive session, and the applicable legal exemptions from public deliberation shall be
683 posted on or near the door of the scheduled location of the public meeting.

684
685 **Article V – Committees**

686
687
688 1. The commission may at any time establish such standing or special committees as it deems
689 necessary for the transaction of business. Except as otherwise prescribed in these bylaws,
690 the composition and leadership of committees shall be determined by the president. To

691 ensure compliance with Chapter 42.30 RCW and other applicable law related to open public
692 meetings, committees shall include not more than two commissioners and the presence of
693 both commissioners shall be required to establish a quorum for the purpose of conducting
694 the committee's business. Additional committee members may be appointed from among
695 port staff, public stakeholders, or subject matter experts, as appropriate to the scope of the
696 work of the particular committee. Non-commissioners on a committee shall not be counted
697 for purposes of establishing a quorum and shall not vote on any question put to the
698 committee.

699
700 2. Charter required. Every committee shall be established by adoption of a charter that shall
701 include the following information:

- 702 (a) The name of the committee;
- 703
704 (b) Whether meetings of the committee shall be open to the public;
- 705
706 (c) If applicable, a schedule of regular committee meetings;
- 707
708 (d) The scope of the committee's work;
- 709
710 (e) The extent to which the committee is legally authorized to act on behalf of the
711 commission;
- 712
713 (f) Whether the committee is authorized to hold public hearings or other public
714 engagement activities;
- 715
716 (g) The duration of the committee's work;
- 717
718 (h) Specific outcomes or recommendations expected of the committee in the conduct of its
719 business; and
- 720
721 (i) Which staff of the Port of Seattle Commission shall support the committee's work.

722
723
724 3. Committee membership. As noted in Article III above, the president shall appoint
725 commissioners to serve on or chair standing or special committees and on external boards
726 and commissions. Committee and external board and commission assignments shall be
727 developed in consultation with other commissioners according to the following guidelines:

- 728
729 (a) No later than December 1, the vice president, acting in the capacity of president-elect,
730 shall forward to commissioners expecting to serve on the Port of Seattle Commission in
731 the following calendar year a list of committees and external boards and commissions
732 available for commissioner participation in the new year. The list shall be sent to any
733 newly elected commissioners for whom election results have been certified by
734 December 1. The list shall include the name of the standing or special committee of the

735 commission and the names of all known available external boards and commissions, a
736 brief description of the group, and the current commissioner assignments, if any. The
737 vice president shall ask commissioners to consider service on the listed groups in the
738 coming year and to propose their ranked preferences for such service.

739
740 (b) By no later than December 15, commissioners shall consider and propose in writing
741 their ranked preferences for service on the various committees, boards, and
742 commissions and may propose service on additional committees, boards, or
743 commissions as well. Care shall be taken during the consultation process to comply with
744 legal requirements applicable to open public meetings. The deadline for responding
745 may be extended by consultation with the vice president.

746
747 (c) Having in mind those considerations described above and consulting further with
748 individual commissioners as needed, the vice president shall prepare a preliminary list
749 of committee, board, and commission assignments.

750
751 (d) No later than the second Tuesday of January, the president shall distribute a
752 preliminary list of assignments for commission committees, and external boards and
753 commissions to commissioners. Commissioners shall have seven days to review the
754 preliminary assignments and may propose revisions.

755
756 (e) During the commission's public meeting on the fourth Tuesday of January, or if such
757 meeting is cancelled, at the commission public meeting next held, the president shall
758 announce that assignments to committees and external boards and commissions have
759 been made, and a copy of the list of assignments shall be entered upon the record of
760 the meeting.

761
762 (f) Assignments to committees and external boards and commissions may change during
763 the year, and the commission clerk shall maintain an updated list, noting the dates and
764 the nature of any revisions. Changes to such assignments shall be made only after
765 consulting the commissioners affected, and the president shall provide the commission
766 clerk with written notice of any changes.

767
768 4. Standing committees. The charter for a standing committee shall be adopted by resolution,
769 and such resolution shall add such committee to the list of standing committees included in
770 these bylaws. Standing committees shall conduct their business in meetings open to the
771 public with notice provided pursuant to Chapter 42.30 RCW and the notice requirements of
772 these bylaws. The standing committees of the Port of Seattle Commission are the following:

773
774 (a) Audit Committee

775
776 5. Special committees. Special committees are those committees established at any time by
777 the commission which have a limited purview and limited duration of existence. The
778 charter of a special committee shall be adopted by a formal written motion and shall

779 include the classes of information specified for inclusion in any committee charter as
780 described in these bylaws. A special committee legally empowered to act on behalf of the
781 commission, conduct hearings, or take testimony or public comment shall conduct its
782 business in meetings duly noticed and open to the public. Special committees need not
783 meet in public session when their membership is less than a quorum of commissioners and
784 they are not legally authorized to act on behalf of the commission as described above.

785
786 6. *[intentionally left blank]*

787
788 7. Attendance at committees by additional commissioners. Because the presence of three or
789 more commissioners at any meeting results in the assembly of a quorum of the port
790 commission, commissioners shall refrain from attending committees to which they are not
791 assigned. When circumstances compel attendance of more than two commissioners at a
792 meeting of a standing or select committee, the additional commissioner(s) planning to
793 attend shall notify the commission clerk in writing of their intention to attend the meeting.
794 Notice to the commission clerk shall be provided at least 25 hours in advance of the time
795 set for convening the meeting. The commission clerk shall provide public notice of the
796 committee meeting where a quorum of commissioners will be present pursuant to the
797 requirements of law and these bylaws.

798
799 8. Record of committee proceedings and recommendations. Standing and special committees
800 shall keep records of actions taken and assigned during their deliberations and final
801 recommendations made to the commission. These records shall be prepared by the staff
802 person identified in the committee's charter as its staff coordinator and shall be
803 authenticated by the signature of the committee chair. The commission clerk shall be the
804 record holder for these records and shall make them available for public review. Final
805 recommendations of standing or special committees shall be placed on the agenda of a
806 commission public meeting as soon as practicable and may be discussed by the commission
807 in public session. Unless prevented from doing so by extenuating circumstances, standing
808 committees shall record their deliberations electronically.

809
810
811 **Article VI – Rules of Order**

812
813 1. Parliamentary authority. The rules contained in the current edition of Robert's Rules of
814 Order Newly Revised shall govern the commission in all cases to which they are applicable
815 and in which they are not inconsistent with these bylaws and any special rules of order the
816 commission may adopt.

817
818 2. Voting.

819
820 (a) It shall be the responsibility of each commissioner to vote on all questions put for
821 action. Commissioners may abstain for any stated reason and shall recuse themselves
822 when appropriate to do so because of the appearance of a conflict of interest or

823 because of an actual conflict of interest. Commissioners shall announce their reasons
824 for abstaining or recusing themselves from a consideration of a matter pursuant to the
825 requirements of these bylaws. Abstentions are neither “yeas” nor “nays” and shall not
826 be counted as part of the vote of the commission. Commissioners who abstain from the
827 consideration of a matter because of the appearance of a conflict of interest or because
828 of an actual conflict of interest shall be subject to rules pertaining to recusal described
829 in Article II, Section 5.

830
831 (b) Motion required. The commission shall transact its business only by motion made by
832 any commissioner, including the presiding officer, participating in a public meeting. A
833 motion is a proposal to take an action, whether verbalized or formalized in writing, such
834 as in the form of a resolution or by written motion. Motions shall be decided by the
835 vote prescribed by law, these bylaws, or applicable parliamentary authority. The
836 decision of the commission shall be announced by the presiding officer. Only
837 instructions in the form of a motion adopted by the required vote shall be binding on
838 the executive director or other agents of the Port of Seattle.

839
840 (c) Motions to be seconded. Motions shall require a second to be considered, unless
841 exempt from the need for a second by the adopted parliamentary authority or the
842 provisions of these bylaws.

843
844 (d) Majority vote. In all cases where a majority vote is required for passage of any question,
845 it shall require an affirmative vote of a majority of the commission’s membership to
846 pass.

847
848 (e) Voting procedure. A vote by voice shall be sufficient for the passage of any matter,
849 provided any commissioner may call for a vote by roll call as described in Article III,
850 Section 8. Votes shall be indicated by “yea” for approval or “nay” for objection.

851
852 (f) Unanimous consent. The commission may act by unanimous consent when support for
853 passage of an action is clearly unanimous. In such cases “yeas” and “nays” need not be
854 called for, provided the presider calls for objections and no objections are voiced.
855 Actions taken by unanimous consent are decisions of the commission. The outcome of
856 an action taken by unanimous consent shall be announced by the presider and shall be
857 recorded in the minutes as taken “without objection.” A single objection to action by
858 unanimous consent shall put the question to a voice vote, or, if requested by any
859 commissioner, a roll-call vote.

860
861 3. *[intentionally left blank]*

862
863 4. Excusing absences. Those commissioners announced by the presider as excused shall be
864 deemed excused by unanimous consent of the commissioners present provided there is no
865 objection. Upon receipt of an objection to a commissioner’s status as excused or absent,
866 the presider may correct his or her previous announcement. If there is a further objection

867 or if there is any confusion as to the subject commissioner’s status as excused or absent,
868 the presider shall put the question for approval to record the subject commissioner as
869 excused.

870

871 5. Amendment of questions. Once a motion has been made or a requested action filed by
872 virtue of its inclusion on an approved agenda, it shall be modified only by amendment. Any
873 commissioner, including the presiding officer, may offer an amendment to a question that
874 is subject to amendment. Amendments other than simple amendments to procedural
875 motions shall be offered in writing and their content repeated by the presiding officer prior
876 to taking a vote on the amendment as a subsidiary question. Amendments shall be subject
877 to a vote for adoption. Amendments that are not controversial and have clear unanimous
878 support may be adopted by unanimous consent, provided they are submitted in writing and
879 are repeated when the presiding officer announces the outcome of the vote. Amendments
880 adopted by unanimous consent shall be recorded in the minutes as adopted “without
881 objection.” Amendments are subsidiary questions and shall be considered after acceptance
882 of a motion and second on the main question to which they are attached and shall be
883 decided before the vote on the main question.

884

885 6. Resolutions.

886

887 (a) The port commission shall take action by resolution for actions that are required by law
888 to be in resolution form; that repeal or amend actions previously taken by resolution;
889 that establish or revise policy directives or governance structures; or that are actions of
890 a legislative character, as defined by law and below.

891

892 (b) Form of resolutions. Resolutions shall be consecutively numbered and shall include a
893 title representative of the resolution’s intent with reference to all prior resolutions
894 amended or repealed; a preamble of “whereas” clauses stating the rationale for the
895 action to be taken; a “resolved” clause organized into sections as needed and asserting
896 the proposed action; and a section indicating the date of public adoption with places to
897 affix signatures and the impression of the port seal. The commission clerk shall maintain
898 a form for drafting of resolutions as approved for use by legal counsel.

899

900 (c) Matters of a legislative character. For the purposes of this section, “actions of a
901 legislative character” shall include interagency agreements requiring the corresponding
902 governmental entity to adopt the interagency agreement by ordinance or take similar
903 legislative action as required by law.

904

905 (d) A resolution shall be introduced and adopted by separate votes on the introduction of
906 the resolution and the adoption of the resolution. No resolution shall be adopted on the
907 same day upon which it is introduced, except by unanimous consent of all
908 commissioners as described in these bylaws. Once a motion for introduction of a
909 resolution has been made or a resolution has been introduced through its inclusion on
910 an approved agenda, it shall be modified only by amendment. Commissioners may give

911 their consent to adopt a resolution on the same day it is introduced in person at the
912 meeting during which final passage of the resolution is sought or, in the case of
913 commissioners absent from such meeting, by advance written consent. Written consent
914 for a vote on final passage of a resolution at the same meeting as its first introduction
915 shall include the resolution number or series of numbers, a brief description of the
916 resolution(s), the date of the meeting for which such consent is given, and the name
917 and signature or similar authentication of the commissioner giving consent. Such
918 written consent shall be included in the record of the meeting for which the written
919 consent concerning the resolution is granted.

920
921 (e) The commission clerk shall provide a form for the giving of consent to adoption of a
922 resolution on the same day it is introduced.

923
924 (f) The commission clerk shall maintain adopted resolutions pursuant to required retention
925 schedules, shall provide for the numbering and indexing of resolutions by subject and
926 date of adoption, and shall make all resolutions available for public review.

927
928 7. Written motions. Motions that are not procedural in nature shall be submitted in writing
929 for consideration by the commission. Written motions shall include action requests
930 submitted in a commission agenda memorandum and attached to an approved agenda;
931 ceremonial proclamations as described in Section 8 of this article; and amendments to main
932 questions documented on forms provided for that purpose. The commission clerk shall
933 keep a record of adopted formal motions of the Port of Seattle Commission, which shall be
934 sequentially numbered; shall include a brief title and text of the motion and may include a
935 statement in support of the motion; and shall be indexed and made available for public
936 review.

937
938 8. Proclamations. The commission may from time to time take actions of a ceremonial nature
939 by proclamation. Adopted proclamations shall be signed by the commission president and
940 shall have the port seal affixed.

941
942 9. Limitation on debate. As a board of less than twelve members, the Port of Seattle
943 Commission may allow any commissioner to speak multiple times on any subject under
944 consideration. Before a commissioner speaks twice on the same subject, the other
945 commissioners shall have an opportunity to speak on that subject in turn. A motion to limit
946 debate may be made. The motion shall stipulate the amount of time to which
947 commissioner comment will be limited and requires a two-thirds vote for passage.

948
949 10. Order and decorum. The presiding officer shall be responsible for maintaining order and
950 decorum during public meetings. Commissioners shall address motions and procedural
951 inquiries to the presiding officer and may address staff and guest presenters directly during
952 consideration of a particular matter, provided they have been recognized by the presider.
953 Those speaking during consideration of any matter shall limit remarks to the matter at
954 hand, avoiding personalities, vulgarity, insults, inflammatory language, comment about

955 others' motives, criticism of past actions, and other comments not germane to the
956 discussion of the matter at hand. During a public meeting or hearing, commissioners shall
957 refrain from engaging in dialog with speakers offering public comment, but may request
958 further information or consultation from the presiding officer or appropriate staff
959 representative on a topic raised during comment.

960
961 11. Rules governing public comment.

962
963 (a) Persons wishing to address the commission shall sign up to testify on lists provided by
964 the commission clerk and shall identify the specific agenda item or subject to be
965 addressed. Recorded comment and the identity of speakers shall be public records
966 subject to the disclosure requirements of Chapter 42.56 RCW. The names of speakers
967 shall be recorded in the minutes of the public meeting.

968
969 (b) The time allotted for public oral comment shall be limited to a total of 45 minutes,
970 unless extended at the commission's discretion. The presiding officer may limit the time
971 allotted to each person, may limit the number of persons speaking on any topic, may
972 limit the time allotted to any topic, may limit oral comment to those with new
973 information to present, or may otherwise limit oral comment in the interest of order
974 and decorum, subject to the will of the commission.

975
976 (c) Testimony related to a public hearing shall be heard during the corresponding public
977 hearing, which shall be listed on the day's agenda. The commission may accept further
978 oral public comment at other times on the agenda as deemed appropriate by consent
979 of a majority of the membership.

980
981 (d) Persons providing oral public comment shall approach the podium or testimony table
982 when recognized by the presiding officer and shall use the microphones provided. Each
983 speaker shall repeat his or her name for the record, shall identify the agenda item or
984 subject to be addressed, and shall address remarks to the commission as a body.

985
986 (e) Disruptions of commission public meetings are prohibited. Disruptions include but are
987 not limited to the following:

- 988
989 (i) Refusal of a speaker to comply with the allotted time set for the individual speaker's
990 public comment;
991 (ii) Outbursts from members of the public who have not been recognized by the
992 presiding officer for public comment;
993 (iii) Delaying the orderly conduct or progress of the public comment period, including
994 interfering with the testimony of others;
995 (iv) Directing remarks to the audience;
996 (v) Holding or placing of a banner or sign in the commission meeting room in a way that
997 endangers others or obstructs the free flow of persons attending the commission
998 meeting;

- 999 (vi) Leaving the podium or testimony table to physically approach commissioners or
1000 staff during one's public comment, provided that speakers may offer written
1001 materials to the commission clerk for distribution before, during, or after their
1002 testimony to commissioners and may approach the commission clerk to ask
1003 questions or for direction;
1004 (vii) Any behavior that disrupts, disturbs, or otherwise impedes attendance at a
1005 commission public meeting.

- 1006
1007 (f) If a meeting is interrupted by a disruption as described in these bylaws so as to render
1008 the orderly conduct of the meeting not feasible, the presiding officer may recess the
1009 meeting or adjourn the meeting to another location pursuant to the provisions of
1010 Article IV, Section 7, of these bylaws and may order the meeting room cleared. If a
1011 meeting is adjourned due to an interruption, commissioners and staff shall leave the
1012 meeting room until the meeting is reconvened.

1013
1014 12. Questions for which objection requires offering of an amendment. As noted in these
1015 bylaws, the following are motions that are normally decided by unanimous consent and
1016 which require that objection be accompanied by the offering of an amendment to the main
1017 question:

- 1018
1019 (a) Approval of the agenda. The form for the question for approval of the agenda shall be
1020 put as a call for revisions to the preliminary agenda as proposed, followed by a brief
1021 pause. Objection shall take the form of an amendment to add to, remove from, or
1022 reorder items on the preliminary agenda.

- 1023
1024 (b) Excusing absences. The form for excusing absences shall be put as an announcement of
1025 those present, absent, and excused, followed by a brief pause. Objection shall take the
1026 form of an amendment to the presiding officer's announcement.

- 1027
1028 (c) Approval of the minutes. Minutes typically shall be included on the unanimous consent
1029 calendar. When removed from the consent calendar for separate consideration, the
1030 question shall be on approval of the minutes as proposed and circulated to
1031 commissioners in advance. Objection shall take the form of the offering of an
1032 amendment to correct the record contained in the minutes as proposed. All
1033 commissioners present at the time of the vote to approve the minutes and any
1034 amendments offered to the proposed minutes shall vote on the question put,
1035 regardless of their presence or absence from the meeting for which the subject minutes
1036 have been prepared.

1037
1038 13. Questions requiring unanimous consent of all commissioners. As noted elsewhere in these
1039 bylaws, the following motions require unanimous consent of the membership, whether
1040 present or absent, and an objection has the effect of defeating the question:

- 1041
1042 (a) *[intentionally left blank]*

1043 (b) Motion to allow adoption of a resolution on the same day it is introduced, as described
1044 in Article VI, Section 6.

1045
1046 14. The waiver of any rule contained in these bylaws shall require either an affirmative vote of
1047 two-thirds of those voting or the vote explicitly stipulated in these bylaws, whichever is
1048 more restrictive.

1049
1050

1051 **Article VII – Amendment of Bylaws**

1052
1053 1. Amendment by resolution. These bylaws may be amended by the commission by resolution
1054 duly adopted.

1055
1056 2. Publication. The commission clerk shall revise the bylaws to reflect amendments made
1057 from time to time, shall record a history of revisions to the bylaws, shall make the bylaws
1058 available for public review, and shall maintain an index to the content of the bylaws.

1059
1060 3. At least once every three years, the commission shall refer the bylaws to a governance
1061 committee for review and recommendation as to any needed revisions.