

1 **PORT COMMISSION BYLAWS REVISION**
2 **PROPOSED AMENDMENTS**

3 For consideration on December 12, 2017, prior to Second Reading
4
5

6 AMENDMENT 1 – proposed by Commissioner Albro
7

8 (Revises text in sections 1 and 3 of the Object statement.)
9

10 In Article 1, Section 1, delete “The Port of Seattle was chartered by the voters of King County as
11 a port district by special election on September 5, 1911. The Port of Seattle is a special-purpose
12 corporation of the State of Washington that is governed by the Port of Seattle Commission. The
13 Port of Seattle Commission is authorized to perform its responsibilities under Title 53 RCW and
14 is charged with the responsibility to fulfill particular legislatively mandated purposes and
15 objectives.”
16

17 And insert in lieu thereof the following: **The Port of Seattle was chartered by the voters of King**
18 **County as a port district by special election on September 5, 1911, as a special-purpose**
19 **municipal corporation of the State of Washington. The Port of Seattle Commission is vested**
20 **with all port powers and governs the Port of Seattle in accordance with Title 53 RCW to fulfill**
21 **particular legislatively mandated purposes and objectives.**
22

23 And in Article 1, Section 3, delete “Commissioners shall safeguard the mission of the Port of
24 Seattle as a public agency whose primary mission shall be to invest public resources to advance
25 trade and commerce, promote industrial growth, preserve limited maritime and aviation
26 resources of unique value for port uses, stimulate economic development, and create jobs. This
27 mission depends upon the transportation of people and goods by air, water, and land,
28 commitment to environmental stewardship, and collaboration with neighboring communities.
29 It ensures economic vitality and a sustainable quality of life for all of the people of King County
30 and the Puget Sound region.”
31

32 And insert in lieu thereof the following: **Commissioners shall serve the public and uphold the**
33 **mission of the Port of Seattle as a public agency to create jobs by advancing trade and**
34 **commerce, promoting industrial growth, and stimulating economic development.**

35 AMENDMENT 2 – proposed by Commissioner Albro

36

37 (Revises the text in Article 2, Section 2, Collegiality.)

38

39 In Article 2, Section 2, before “governs the Port of Seattle” insert: **exercises port powers and**

40

41 (The amendment in context:)

42

43 Collegiality. The commission **exercises port powers and** governs the Port of
44 Seattle only when a quorum of its membership is assembled in a properly
45 noticed public meeting and action is taken by the required vote.

46 AMENDMENT 3 – proposed by executive staff

47

48 (Creates an option to place actions on the consent calendar if the authorization amounts are
49 between \$300,000 and \$1 million and construction contract extensions are between 60 and
50 120 days and allows them to be offered in a single action request.)

51

52 In Article 4, Section 5(g), after “do not require a public hearing or amendment” insert the
53 following: **The consent calendar may include any action for which the requested dollar**
54 **amount of the authorization lies between the value threshold delegated to the executive**
55 **director (generally \$300,000) and \$1,000,000 or for which construction contract time**
56 **extensions are requested between 60 days and 120 days and staff may submit an agenda**
57 **memorandum for multiple actions of this kind with a brief description of each action.**

58

59 (The amendment in context:)

60

61 Unanimous consent calendar. Items on the consent calendar shall include
62 routine matters and actions considered by the president to have general
63 consensus of all commissioners, including approval of the minutes of prior
64 meetings available for commission approval. Resolutions may be included on the
65 consent calendar for final adoption if they are routine and considered by the
66 president to have general consensus of all commissioners, have been introduced
67 on a prior day, and do not require a public hearing or amendment. **The consent**
68 **calendar may include any action for which the requested dollar amount of the**
69 **authorization lies between the value threshold delegated to the executive**
70 **director (generally \$300,000) and \$1,000,000 or for which construction contract**
71 **time extensions are requested between 60 days and 120 days and staff may**
72 **submit an agenda memorandum for multiple actions of this kind with a brief**
73 **description of each action.** Items on the consent calendar shall not be subject to
74 discussion or debate and shall be decided by a single vote. Any commissioner
75 present at the time of consideration of approval of the agenda may request
76 removal of an item from the unanimous consent calendar for separate
77 consideration and vote. Items removed from the consent calendar for separate
78 consideration and vote shall become special orders for the day and shall be
79 taken up following those items previously scheduled for consideration as special
80 orders.

81 AMENDMENT 4 – proposed by commission staff

82

83 (Articulates a procedure for handling technical aspects of 24-hour meeting notice when waiver
84 of written notice is invoked under RCW 42.30.080.)

85

86 In Article 5, Section 6, insert the following new subsection (c):

87 **When special meetings are called with less than 24 hours' notice pursuant to notice waiver**
88 **under this section, written notice shall be posted as far ahead of convening such a special**
89 **meeting as practicable through the usual methods required by law and these bylaws. If a**
90 **special meeting is called with less than 24 hours' notice, other than to deal with an**
91 **emergency involving injury or damage to persons or property as described in RCW 42.30.080,**
92 **and any commissioner has not filed a written waiver of notice as prescribed in this section,**
93 **and such commissioner is not present when the special meeting convenes, the special meeting**
94 **shall immediately adjourn to a time that is not less than 24 hours later than the actual time of**
95 **posting the written notice for such a special meeting. The procedures for adjourning a special**
96 **meeting shall apply under these circumstances as described by law and these bylaws.**

97 AMENDMENT 5 – provided based on comments from Commissioner Gregoire

98

99 (Restores the requirement to record executive sessions. This feature was not carried forward
100 into the proposed revised text. Annual monitoring by outside counsel is not proposed at this
101 time.)

102

103 In Article 4, Section 8, insert a new subsection (b) as follows and renumber the subsequent
104 subsections:

105 **Recording of executive sessions. Executive sessions shall be recorded electronically, and the**
106 **general counsel shall be the record holder of the original recordings. Executive sessions held**
107 **for the purpose of discussing evaluation of qualifications for public employment or review of**
108 **the performance of a public employee as described in RCW 42.30.110(1)(g) shall be exempt**
109 **from the recording requirements of this section. Executive sessions held to discuss other**
110 **matters authorized by RCW 42.30.110 may be made exempt from recording by a motion**
111 **decided prior to convening the executive session pursuant to the voting requirements of these**
112 **bylaws. The extent to which the executive session or parts thereof shall be exempt from**
113 **recording shall be stated in the motion, which shall be decided in public session. Outside**
114 **counsel shall annually monitor the commission’s compliance with Chapter 42.30 RCW, the**
115 **Open Public Meetings Act, and other laws by reviewing recordings of commission executive**
116 **sessions on a representative sampling basis.**

117 AMENDMENT 6 – proposed by commission staff

118

119 (Provides a mechanism to refer policy-related work to a committee, while maintaining the
120 commission’s control over the matters referred.)

121

122 In Article 5, insert the following new Section 6:

123 **Referral to committee. Topics that involve establishment or revision of policy directives or**
124 **governance structures shall be referred to a committee of appropriate purview for**
125 **recommendations on action by the commission. Other matters may be referred to**
126 **appropriate committees at the discretion of the commission by public action. If there is no**
127 **standing or special committee of appropriate purview constituted for the particular matter,**
128 **one shall be constituted by a charter adopted pursuant to the requirements of these bylaws.**
129 **Such committee referral shall be made by the president, or may be ordered by the commission**
130 **by public action. Notwithstanding the timeline set in the committee’s charter for**
131 **consideration and recommendation to the commission, the commission may, by a vote of a**
132 **majority of its membership, discharge a committee from further consideration of a particular**
133 **matter. The motion to so discharge shall refer the matter to a different committee or place it**
134 **on the agenda for commission consideration at an appropriate time.**

135 AMENDMENT 7 – proposed by commission staff

136

137 (Documents for transparency an informal opinion-polling process currently in use, though
138 infrequently needed. Adds for clarity when the process is invoked, and adds a process for
139 ratifying public statements by a vote in public session.)

140

141 In Article 6, insert the following new Section 3:

142 **Informal polling of commissioner opinions.**

143 **(a) When it is desirable in the opinion of the commission president for the opinion of the**
144 **port commission to be reported publicly in support or opposition to any position**
145 **affecting port interests and when circumstances prevent formal public action on a**
146 **specific position or view, the president, or professional staff acting on behalf of the**
147 **commission, may conduct an informal poll of commissioners' individual opinions.**

148 **Opinions polled in this manner shall not involve meetings of more than two**
149 **commissioners at a time and shall be characterized transparently in these or similar**
150 **words when reported publicly: "Although the Port of Seattle Commission has not**
151 **formally taken a position on ... by action in a public session, all commissioners (or a**
152 **majority of commissioners) have individually expressed the opinion that..."**

153 **(b) When a common view of the commission is thus represented, it shall be reported in**
154 **writing to the commission at its next public meeting as a special order of business. The**
155 **presiding officer shall put the question in the form of a request for objection to the**
156 **reported statement. Absent an objection, the collective view expressed shall be**
157 **considered ratified by unanimous consent and the statement on the matter shall be**
158 **entered into the record of the public meeting.**

159 **(c) The question on ratification of an opinion statement reported pursuant to this section**
160 **shall not be subject to amendment and shall require a unanimous vote of all**
161 **commissioners to pass; provided consent may be given in advance in writing in the**
162 **case of any commissioner who may be absent from the meeting at which ratification is**
163 **requested. Such written consent shall be included in the record of the meeting for**
164 **which it is granted.**

165 **(d) In the event of an objection to the reported statement described in this section, it shall**
166 **fail to pass. In order to provide a complete and transparent record of opinion**
167 **statements polled in this manner, the reported statement shall be entered upon the**
168 **record of the meeting at which the question is decided even if the question of**
169 **ratification fails to pass.**

170 **(e) The commission clerk shall provide a form for the giving of consent to ratification of an**
171 **informally polled opinion statement.**

172

173 And in Article 6, Section 13, "Questions requiring unanimous consent of all commissioners,
174 insert the following new subsection (a):

175 **Ratification of a statement of commission opinion polled informally, as described in Article VI,**
176 **Section 3.**

177 AMENDMENT 8 – provided based on commissioner comments
178
179 (Would increase the total amount of time for public comment as an order of business from 45
180 to 60 minutes.)
181
182 In Article 6, Section 11(b) “Rules governing public comment,” delete “45” and insert in lieu
183 thereof: **60**

184 AMENDMENT 9 – provided based on comments from Commissioner Gregoire

185

186 (Requires a 24-hour filing deadline for substantive amendments to actions on the agenda.)

187

188 In Article 6, Section 5, after “repeated by the presiding officer prior to taking a vote on the
189 amendment as a subsidiary question” insert the following: **Amendments filed in writing with**
190 **the commission clerk at least 24 hours prior to the convening of the public meeting during**
191 **which they are intended to be offered shall require a majority vote of the membership for**
192 **passage. Amendments offered less than 24 hours prior to the convening of the public meeting**
193 **during which they are intended to be offered shall require a vote of two-thirds of the**
194 **membership for passage.**

195

196 (The amendment in context:)

197

198 Amendment of questions. Once a motion has been made or a requested action
199 filed by virtue of its inclusion on an approved agenda, it shall be modified only by
200 amendment. Any commissioner, including the presiding officer, may offer an
201 amendment to a question that is subject to amendment. Amendments other
202 than simple amendments to procedural motions shall be offered in writing and
203 their content repeated by the presiding officer prior to taking a vote on the
204 amendment as a subsidiary question. **Amendments filed in writing with the**
205 **commission clerk at least 24 hours prior to the convening of the public meeting**
206 **during which they are intended to be offered shall require a majority vote of**
207 **the membership for passage. Amendments offered less than 24 hours prior to**
208 **the convening of the public meeting during which they are intended to be**
209 **offered shall require a vote of two-thirds of the membership for passage.**

210 Amendments shall be subject to a vote for adoption. Amendments that are not
211 controversial and have clear unanimous support may be adopted by unanimous
212 consent, provided they are submitted in writing and are repeated when the
213 presiding officer announces the outcome of the vote. Amendments adopted by
214 unanimous consent shall be recorded in the minutes as adopted “without
215 objection.” Amendments are subsidiary questions and shall be considered after
216 acceptance of a motion and second on the main question to which they are
217 attached and shall be decided before the vote on the main question.

218 AMENDMENT 10 – provided based on comments from Commissioner Gregoire

219

220 (Adds a reference to commission’s commitment to the port statement of values and port code
221 of ethics/workplace responsibility policy)

222

223 In Article 2, Section 5(a), delete “Commissioners shall uphold the standard of conduct described
224 in the Port of Seattle Code of Ethics for Port Commissioners and shall avoid conflicts of interest
225 and the appearance of conflicts of interest when performing their duties as port
226 commissioners” and insert the following in lieu thereof: **Commissioners shall uphold the
227 standard of conduct reflected in the Port of Seattle Statement of Values and further described
228 in the Port of Seattle Code of Ethics and Workplace Conduct and the Port of Seattle Code of
229 Ethics for Port Commissioners. Commissioners shall avoid conflicts of interest and the
230 appearance of conflicts of interest when performing their duties as port commissioners**

231

232 (The amendment in context:)

233

234 ~~Commissioners shall uphold the standard of conduct described in the Port of~~
235 ~~Seattle Code of Ethics for Port Commissioners and shall avoid conflicts of interest~~
236 ~~and the appearance of conflicts of interest when performing their duties as port~~
237 ~~commissioners~~ **Commissioners shall uphold the standard of conduct reflected in**
238 **the Port of Seattle Statement of Values and further described in the Port of**
239 **Seattle Code of Ethics and Workplace Conduct and the Port of Seattle Code of**
240 **Ethics for Port Commissioners. Commissioners shall avoid conflicts of interest**
241 **and the appearance of conflicts of interest when performing their duties as**
242 **port commissioners**. Procedures related to alleged misconduct and potential
243 conflict of interest are described in the Port of Seattle Code of Ethics for Port
244 Commissioners, implementation of which is ensured by the commission’s
245 officers and an independent Board of Ethics.

246 AMENDMENT 11 – provided based on comments from Commissioner Gregoire

247

248 (Provides additional latitude to the scope of topics on which the commission president serves
249 as a spokesperson for the commission.)

250

251 In Article 3, Section 5(f), after “that have been established by action taken in public session”
252 insert the following: **or that are consistent with the policies, statements, and actions of the**
253 **port commission.**

254

255 And in Article 3, Section 5(f), after “case-by-case basis.” insert the following: **When acting as**
256 **the commission’s spokesperson, the president shall exercise care to distinguish between**
257 **opinions or positions held collectively by the port commission which are based on actions**
258 **taken in public session and those views or positions which it is the president’s opinion reflect**
259 **the general sentiment of port commissioners.**

260

261 (The amendment in context:)

262

263 Commission spokesperson. The president shall be the spokesperson for the
264 commission in expressing views held collectively by the Port of Seattle
265 Commission that have been established by action taken in public session **or that**
266 **are consistent with the policies, statements, and actions of the port**
267 **commission.** The president may delegate this role on a case-by-case basis. **When**
268 **acting as the commission’s spokesperson, the president shall exercise care to**
269 **distinguish between opinions or positions held collectively by the port**
270 **commission which are based on actions taken in public session and those views**
271 **or positions which it is the president’s opinion reflect the general sentiment of**
272 **port commissioners.** Article VI, Section 3, describes the procedures to be used
273 for informal polling of commissioner opinions when circumstances prevent
274 formal action in public session.