

**PORT COMMISSION BYLAWS REVISION
PROPOSED AMENDMENTS**

For consideration on December 19, 2017, during
Second Reading and Final Passage of Resolution 3742.

All amendments are written to the text as introduced on December 5, 2017.

(TECHNICAL) AMENDMENT 1 – proposed based on reviewer comments, including legal counsel.

(All of these are technical language improvements for clarity that do not alter the effect of the text.
[They are shown in the bylaws redline in blue text.](#))

In Article 1, Section 1, delete “Title 53 RCW” and insert the following in lieu thereof: **state law**

And in Article 2, Section 1, delete “electors of the port district” and insert the following in lieu thereof: **citizens of King County**

And in Article 2, Section 2, delete “whole” and insert: **body**

And in Article 2, Section 3, after “In addition to taking the oath of office required by statute,” delete “the commission may arrange for a second, ceremonial opportunity for newly elected commissioners to take their oath of office in a public setting. Provided such commissioners have already taken the oath in the manner required by applicable law, any person may administer the oath in such a ceremonial setting.” and insert the following in lieu thereof: **newly elected commissioners may take their oaths of office in a public ceremony. Provided such commissioners have already taken the oath in the manner required by applicable law, any person may administer the oath during such a ceremony.**

And in Article 2, Section 5(b) at the beginning of the first sentence, delete “If conflicts of interest arise,” and insert the following in lieu thereof: **If a potential or actual conflict of interest arises,**

And at the beginning of the second sentence, delete “When recusing, a commissioner shall announce the conflict or apparent conflict of interest” and insert the following in lieu thereof: **When recusing himself or herself, a commissioner shall announce the conflict of interest or the potential conflict of interest**

And after “consideration of business subject to the conflict” insert: **issue**

And in Article 2, Section 6(a) before “nonattendance” insert: **the port commissioner’s**

And before “excused by the port commission” insert: **the commissioner is**

And before “resignation” insert: **commissioner’s**

And in subsection (b) after “Solicitation of applications” delete “The commission shall take the following steps upon provision of a notice of resignation or the creation of a

47 vacancy in the office of port commissioner.” And insert after “Within five business days”
48 the following: **after receiving notice of a vacancy or the creation of a vacancy**

49
50 And in Article 2, Section 7, delete “avoid having” and insert the following in lieu thereof: **avoid**
51 **creating**

52
53 And delete “The process for determining committee and external board and commission
54 assignments in consultation with commissioners is described in Article V, Section 3. The
55 president shall make these assignments as described in Article III, Section 5, and” and
56 insert the following in lieu thereof: **The president shall make committee and external**
57 **board and commission assignments in consultation with commissioners as described in**
58 **Article III, Section 5, and Article V, Section 3. The president**

59
60 And in Article 3, Section 2, delete “As described elsewhere in this article,”

61
62 And in Article 3, Section 5(d) after “hiring and firing and firing decisions with respect to the”
63 delete “professional”

64
65 And after “notified of the proposed decision” delete “and a reasonable opportunity shall
66 be given for commissioners to consult” and insert the following in lieu thereof: **and**
67 **provided a reasonable opportunity to consult**

68
69 And in subsection (e) after “standing or special committees” insert: **of the commission**

70
71 And delete “the chair of the audit committee shall be the vice president and” and insert
72 the following in lieu thereof: **the vice president shall chair the audit committee;**

73
74 And delete “The procedures for consultation and appointment of commissioners to
75 committees or external boards and commissions shall be pursuant to the requirements
76 of these bylaws related to committee structure.”

77
78 And in subsection (h) delete “Port of Seattle”

79
80 And in Article 3, Section 6(a), delete “succeed the president for the subsequent calendar year”
81 and insert the following in lieu thereof: **succeed to the office of president at the expiration of**
82 **his or her term as vice president**

83
84 And delete “in the calendar year following the completion of his or her term as vice
85 president” and insert the following in lieu thereof: **at that time**

86
87 And delete “A motion to elect a president under these circumstances shall be in order as
88 soon as reasonably possible after the commission learns that the vice president will be
89 unable to serve as president” and insert the following in lieu thereof: **The motion to**
90 **elect a president under these circumstances may be offered at any regular or special**
91 **meeting**

92

93 And in subsection (c) delete “Port of Seattle”
94
95 And in Article 3, Section 7(b) delete “Port of Seattle”
96
97 And in Article 3, Section 8(e) delete “The commission clerk shall be responsible for the
98 recording, distribution, retention, and disposition of these records and any related indices
99 pursuant to the procedures provided for in these bylaws.”
100
101 And in subsection (g) after “newly elected port commissioners” delete “as” and insert
102 the following in lieu thereof: **within the manner**
103
104 And in Article 4, Section 2, delete “, except as otherwise may be provided for by law”
105
106 And in Article 4, Section 3(a) delete “Failure to attend port commission meetings” and insert in
107 lieu thereof: **The failure of a port commissioner to attend port commission meetings**
108
109 And delete “When commissioners are absent from meetings” and insert the following in
110 lieu thereof: **If a port commissioner is absent from port commission meetings**
111
112 And in subsection (b) delete “can interact in deliberations and be heard” and insert the
113 following in lieu thereof: **can interact in the deliberations and can be heard**
114
115 And after “participating in a meeting” delete “in this manner” and insert the following in
116 lieu thereof: **remotely**
117
118 And after “put for a decision” delete “as long as they are present at the time of the
119 vote” and insert the following in lieu thereof: **during the meeting**
120
121 And in Article 4, Section 5(d) delete “passage. Items” and insert: **consideration. Final actions**
122
123 And in subsection (g) before “been introduced on a prior day” insert: **already**
124
125 And in subsection (j) after “present to participate” insert: **or participating remotely**
126
127 And in Article 5, Section 2, after “every committee” insert: **of the port commission**
128
129 And in Article 5, Section 3, delete “As noted in Article III above” and insert the following in lieu
130 thereof: **As noted elsewhere in these bylaws**
131
132 And in Article 5, Section 3(b) delete “Care shall be taken during the consultation process to
133 comply with legal requirements applicable to open public meetings.”
134
135 And in subsection (c) at the beginning of the sentence, delete “Having in mind those
136 considerations” and insert the following in lieu thereof: **Bearing in mind the**
137 **considerations**
138

139 And in subsection (f) after “Assignments to committees” insert: **of the port commission**

140

141 And in Article 5, Section 8, after “during their deliberations and” insert: **of**

142

143 And delete “staff person identified in the committee’s charter as its” and insert the
144 following in lieu thereof: **committee’s**

145

146 And in Article 6, Section 2(a) after “when appropriate to do so” delete “because of the
147 appearance of a conflict” and insert the following in lieu thereof: **because of a potential conflict**

148

149 And after “abstain from the consideration of a matter” delete “because of the
150 appearance of a conflict” and insert the following in lieu thereof: **because of the
151 potential of a conflict**

152

153 And in subsection (b) delete “A motion is a proposal to take an action, whether
154 verbalized or formalized in writing, such as in the form of a resolution or by written
155 motion.” and after “vote prescribed by law” delete “, these bylaws, or applicable
156 parliamentary authority” and insert the following in lieu thereof: **or these bylaws**

157

158 And delete “instructions” and insert in lieu thereof: **actions**

159

160 And delete “or other agents of the Port of Seattle” and insert in lieu thereof: **and staff
161 of the Port of Seattle as actions or decisions of the port commission**

162

163 And in subsection (f) delete “when support for passage of an action is clearly unanimous”
164 and insert the following in lieu thereof: **it is the presiding officer’s opinion that there is
165 general approval for it among commissioners**

166

167 And in Article 6, Section 5, delete “Amendments that are not controversial and have clear
168 unanimous support may be adopted by unanimous consent, provided they are submitted in writing
169 and are repeated when the presiding officer announces the outcome of the vote” and insert the
170 following in lieu thereof: **An amendment may be adopted by unanimous consent pursuant to the
171 voting procedures of these bylaws provided the amendment is submitted in writing**

172

173 And in Article 6, Section 6(b) after “and shall include” insert: **the following components:**

174

175 And in subsection (c) after “legislative action” delete “as required by law”

176

177 And in subsection (d) delete “introduced through” and insert: **filed by**

178

179 And in Article 6, Section 6(f) delete “The commission clerk shall maintain adopted resolutions
180 pursuant to required retention schedules, shall provide for the numbering and indexing of
181 resolutions by subject and date of adoption, and shall make all resolutions available for public
182 review” and insert the following in lieu thereof: **The commission clerk shall maintain records of
183 adopted resolutions as described in these bylaws**

184 And in Article 6, Section 10, after “inflammatory language” delete “comment about others’
185 motives, criticism of past actions,”

186

187 And in Article 6, Section 11(a) delete “testify” and insert: **comment**

188

189 And in subsection (f) delete “interruption” and insert: **disruption**

190

191 And in Article 6, Section 12(b) after “presiding officer’s announcement” insert the following: **If a**
192 **vote is taken on whether to record a commissioner as either excused or absent, the question**
193 **shall be put as a request to show the commissioner “excused.”**

194

195 And in Article 7, Section 1, after “by the commission” insert: **at any regular or special meeting**

196

197 And in Section 3, after “shall refer the bylaws to” delete “a governance” and insert: **an**
198 **appropriate**

199

200 (TECHNICAL) Amendment 1 OUTCOME: _____

201 AMENDMENT 2 – proposed by commission staff

202

203 (Provides a mechanism to refer policy-related work to a committee, while maintaining the
204 commission’s control over the matters referred. Note that matters on establishment or revision
205 of policy directives or governance – like WMBE, Quality Jobs, Priority Hire, Bylaws, etc. would
206 be REQUIRED to be considered by an appropriate committee.)

207

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

209

210 **Referral to committee. Topics that involve establishment or revision of policy directives or**
211 **governance structures shall be referred to a committee of appropriate purview for**
212 **recommendations on action by the commission. Other matters may be referred to**
213 **appropriate committees at the discretion of the commission by public action. If there is no**
214 **standing or special committee of appropriate purview constituted for the particular matter,**
215 **one shall be constituted by a charter adopted pursuant to the requirements of these bylaws.**
216 **Such committee referral shall be made by the president, or may be ordered by the commission**
217 **by public action. Notwithstanding the timeline set in the committee’s charter for**
218 **consideration and recommendation to the commission, the commission may, by a vote of a**
219 **majority of its membership, discharge a committee from further consideration of a particular**
220 **matter. The motion to so discharge shall refer the matter to a different committee or place it**
221 **on the agenda for commission consideration at an appropriate time.**

222

223 Amendment 2 OUTCOME: _____

224 AMENDMENT 3 – proposed by commission staff

225

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

228

229 In Article 4, Section 6, insert the following new subsection (c):

230

231 **Notice waiver not submitted. Special meetings called with less than 24 hours' written notice**
232 **shall comply with all requirements of law and these bylaws. Special meetings called to deal**
233 **with an emergency involving injury or damage to persons or property as described in RCW**
234 **42.30.080 do not require 24 hours' written notice. When any other special meeting is called**
235 **with less than 24 hours' notice, written notice shall be posted as far ahead of convening the**
236 **meeting as practicable. In such a case, if any commissioner has not filed a written waiver of**
237 **notice as prescribed in this section, and such commissioner is not present when the special**
238 **meeting convenes, the special meeting shall immediately adjourn to a time that is at least 24**
239 **hours after the actual time of posting the written notice for the meeting. The procedures for**
240 **adjourning a special meeting are described further in Section 7 below.**

241

242 Amendment 3 OUTCOME: _____

243 AMENDMENT 4 – provided based on comments from Commissioner Gregoire

244
245 (Requires a 24-hour filing deadline for substantive amendments to actions on the agenda.)

246
247 In Article 6, Section 5, after “repeated by the presiding officer prior to taking a vote on the
248 amendment as a subsidiary question” insert the following: **Amendments filed in writing with**
249 **the commission clerk at least 24 hours prior to the convening of the public meeting during**
250 **which they are intended to be offered shall require a majority vote of the membership for**
251 **passage. Amendments offered less than 24 hours prior to the convening of the public meeting**
252 **during which they are intended to be offered shall require a vote of two-thirds of the**
253 **membership for passage.**

254
255 (The amendment in context:)

256
257 Amendment of questions. Once a motion has been made or a requested action
258 filed by virtue of its inclusion on an approved agenda, it shall be modified only by
259 amendment. Any commissioner, including the presiding officer, may offer an
260 amendment to a question that is subject to amendment. Amendments other
261 than simple amendments to procedural motions shall be offered in writing and
262 their content repeated by the presiding officer prior to taking a vote on the
263 amendment as a subsidiary question. **Amendments filed in writing with the**
264 **commission clerk at least 24 hours prior to the convening of the public meeting**
265 **during which they are intended to be offered shall require a majority vote of**
266 **the membership for passage. Amendments offered less than 24 hours prior to**
267 **the convening of the public meeting during which they are intended to be**
268 **offered shall require a vote of two-thirds of the membership for passage.**
269 Amendments shall be subject to a vote for adoption. Amendments that are not
270 controversial and have clear unanimous support may be adopted by unanimous
271 consent, provided they are submitted in writing and are repeated when the
272 presiding officer announces the outcome of the vote. Amendments adopted by
273 unanimous consent shall be recorded in the minutes as adopted “without
274 objection.” Amendments are subsidiary questions and shall be considered after
275 acceptance of a motion and second on the main question to which they are
276 attached and shall be decided before the vote on the main question.

277
278 Amendment 4 OUTCOME: _____

279 AMENDMENT 5 – provided based on comments from Commissioner Gregoire

280

281 (Restores the requirement to record executive sessions. This feature was not carried forward
282 into the proposed revised text.)

283

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

286

287 **Recording of executive sessions. Executive sessions shall be recorded electronically, and the**
288 **general counsel shall be the record holder of the original recordings. Executive sessions held**
289 **for the purpose of discussing evaluation of qualifications for public employment or review of**
290 **the performance of a public employee as described in RCW 42.30.110(1)(g) shall be exempt**
291 **from the recording requirements of this section. Executive sessions held to discuss other**
292 **matters authorized by RCW 42.30.110 may be made exempt from recording by a motion**
293 **decided in public session prior to convening the executive session. The extent to which the**
294 **executive session or parts thereof shall be exempt from recording shall be stated in the**
295 **motion to exempt from recording. Outside counsel annually shall monitor the commission’s**
296 **compliance with Chapter 42.30 RCW – the Open Public Meetings Act – and other laws by**
297 **reviewing recordings of commission executive sessions on a representative sampling basis.**

298

299 Amendment 5 OUTCOME: _____

300 AMENDMENT 6 – provided based on comments from Commissioner Gregoire
301
302 (Provides additional latitude to the scope of topics on which the commission president serves
303 as a spokesperson for the commission.)
304
305 In Article 3, Section 5(f), after “that have been established by action taken in public session”
306 insert the following: **or that are consistent with the policies, statements, and actions of the**
307 **port commission.**
308
309 (The amendment in context:)
310
311 (5)(f) Commission spokesperson. The president shall be the spokesperson for
312 the commission in expressing views held collectively by the Port of Seattle
313 Commission that have been established by action taken in public session **or that**
314 **are consistent with the policies, statements, and actions of the port**
315 **commission.** The president may delegate this role on a case-by-case basis.
316
317 Amendment 6 OUTCOME: _____

318 AMENDMENT 7 – proposed by Commissioner Felleman

319

320 (Requires the president to make reasonable efforts to consult with affected commissioners
321 before making public statements on their behalf and limits the president’s use of the title of
322 president to only statements made in his or her official capacity on behalf of the commission.)

323

324 In Article 3, Section 5(f) after “The president may delegate this role on a case-by-case basis.”
325 insert the following: **The president shall make reasonable efforts to consult with**
326 **commissioners prior to making public statements on behalf of the commission. When the**
327 **president expresses his or her own individual opinions, he or she shall refrain from using the**
328 **title of commission president in such a context.**

329

330 (The amendment in context:)

331

332 (5)(f) Commission spokesperson. The president shall be the spokesperson for
333 the commission in expressing views held collectively by the Port of Seattle
334 Commission that have been established by action taken in public session or that
335 are consistent with the policies, statements, and actions of the port commission.
336 The president may delegate this role on a case-by-case basis. **The president shall**
337 **make reasonable efforts to consult with commissioners prior to making public**
338 **statements on behalf of the commission. When the president expresses his or**
339 **her own individual opinions, he or she shall refrain from using the title of**
340 **commission president in such a context.**

341

342 Amendment 7 OUTCOME: _____

343 AMENDMENT 8 – proposed based on comments from Commissioner Felleman.

344

345 (Acknowledges the oversight and review roles of the commission and the commission president
346 over certain non-commission positions.)

347

348 In Article 2, insert the following new Section 9: **Oversight and review of the executive director.**
349 **As a body, the commission provides oversight and review of the performance of the executive**
350 **director in accordance with the executive director’s employment agreement.**

351

352 And in Article 2, insert the following new Section 10: **Review of staff reporting to both the**
353 **commission and the executive director (dual reports). In addition to oversight of the executive**
354 **director and direct reports of the office of the commission, the commission as a body provides**
355 **input to the executive director regarding the performance of those employees who report**
356 **directly to the executive director. In particular, the commission as a body provides review of**
357 **the general counsel and public affairs senior director, who report dually to the commission**
358 **and the executive director.**

359

360 And in Article 3, delete Section 5(d) strike “Supervision of commission staff. Acting on behalf of
361 the commission, the president shall supervise the commission chief of staff, who in turn shall be
362 responsible for the organization and management of the staff of the office of the commission.
363 Prior to executing any hiring and firing decisions with respect to the professional staff of the
364 office of the commission, all commissioners shall be notified of the proposed decision and a
365 reasonable opportunity shall be given for commissioners to consult on such decisions as time
366 and circumstances warrant” and insert the following in lieu thereof: **Oversight of the office of**
367 **the commission. In consultation with the commission, the president shall provide oversight**
368 **and review of the performance of the commission chief of staff. The commission chief of staff**
369 **shall be responsible for the organization and management of the office of the commission.**
370 **The commission chief of staff shall consult with the commission regarding the performance**
371 **evaluation, hiring, and firing of staff of the office of the commission**

372

373 And in Article 3, Section 5, insert a new subsection (e) as follows and renumber the subsequent
374 subsections: **Oversight of staff reporting to both the commission and the executive director**
375 **(dual reports). On behalf of the commission and in concert with the executive director, the**
376 **president provides oversight to the general counsel and public affairs director, who report**
377 **dually to the commission and the executive director. The president serves as the commission’s**
378 **primary point of contact to these positions**

379

380 And in Article 3, Section 6(b) after the second sentence, insert the following: **The audit**
381 **committee participates directly in the oversight and review of the performance of the internal**
382 **audit director in accordance with policy directives related to Port of Seattle salaries and**
383 **benefits. In consultation with the audit committee, the vice president shall contribute to the**
384 **chief financial officer’s performance review of the internal audit director.**

385 (The amendment in context:)

386

387 Article 2, Section 9. Oversight and review of the executive director. As a body,
388 the commission provides oversight and review of the performance of the
389 executive director in accordance with the executive director’s employment
390 agreement.

391

392 Article 2, Section 10. Review of staff reporting to both the commission and the
393 executive director (dual reports). In addition to oversight of the executive
394 director and direct reports of the office of the commission, the commission as a
395 body provides input to the executive director regarding the performance of
396 those employees who report directly to the executive director. In particular, the
397 commission as a body provides review of the general counsel and public affairs
398 senior director, who report dually to the commission and the executive
399 director.

400

401 ~~Article 3, Section 5(d) Supervision of commission staff. Acting on behalf of the~~
402 ~~commission, the president shall supervise the commission chief of staff, who in~~
403 ~~turn shall be responsible for the organization and management of the staff of the~~
404 ~~office of the commission. Prior to executing any hiring and firing decisions with~~
405 ~~respect to the professional staff of the office of the commission, all~~
406 ~~commissioners shall be notified of the proposed decision and provided a~~
407 ~~reasonable opportunity to consult on such decisions as time and circumstances~~
408 ~~warrant.~~

409

410 (5)(d) Oversight of the office of the commission. In consultation with the
411 commission, the president shall provide oversight and review of the
412 performance of the commission chief of staff. The commission chief of staff
413 shall be responsible for the organization and management of the office of the
414 commission. The commission chief of staff shall consult with the commission
415 regarding the performance evaluation, hiring, and firing of staff of the office of
416 the commission.

417

418 (5)(e) Oversight of staff reporting to both the commission and the executive
419 director (dual reports). On behalf of the commission and in concert with the
420 executive director, the president provides oversight to the general counsel and
421 public affairs director, who report dually to the commission and the executive
422 director. The president serves as the commission’s primary point of contact to
423 these positions.

424

425 ...

426

427 (6)(b) Audit committee chair. The vice president shall serve as chair of the
428 commission’s audit committee. For this reason, the president shall not appoint

429 the chair of the audit committee. *The audit committee participates directly in*
430 *the oversight and review of the performance of the internal audit director in*
431 *accordance with policy directives related to Port of Seattle salaries and*
432 *benefits. In consultation with the audit committee, the vice president shall*
433 *contribute to the chief financial officer's performance review of the internal*
434 *audit director.*

435
436 Amendment 8 OUTCOME: _____

437 AMENDMENT 9 – proposed by Commissioner Albro and informed by comments from
438 Commissioners Bowman and Felleman

439
440 (Revises text in sections 1 and 3 of the Object statement in Article 1. Aligns more closely with
441 the Century Agenda and statutory language.)
442

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

449
450 And insert the following in lieu thereof: **The Port of Seattle was chartered by the voters of King**
451 **County as a port district by special election on September 5, 1911, as a special-purpose**
452 **municipal corporation of the State of Washington. The Port of Seattle Commission is vested**
453 **with all port powers described by law and governs the Port of Seattle in accordance with state**
454 **law to fulfill the port’s purposes and objectives.**
455

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

464
465 And insert the following in lieu thereof: **Commissioners shall serve the public and the mission**
466 **of the Port of Seattle as a public agency to create quality jobs throughout the diverse**
467 **communities of King County by advancing trade and commerce, promoting industrial growth,**
468 **and stimulating economic development. Commissioners shall advance the port’s commitment**
469 **to create economic opportunity for all, responsibly steward the environment, partner with**
470 **surrounding communities, promote social responsibility, act transparently, and remain**
471 **accountable.**
472

473 Amendment 9 OUTCOME: _____
474

475 AMENDMENT 10 – proposed by Commissioner Albro and informed by comments from
476 Commissioner Bowman

477
478 (Revises the text in Article 2, Section 2, Collegiality.)

479
480 In Article 2, Section 2, before “governs the Port of Seattle” insert: *exercises port powers*
481 *described by law and*

482
483 (The amendment in context:)

484
485 Collegiality. The commission *exercises port powers described by law and*
486 governs the Port of Seattle only when a quorum of its membership is assembled
487 in a properly noticed public meeting and action is taken by the required vote.

488
489 Amendment 10 OUTCOME: _____

490 AMENDMENT 11 – provided based on comments from Commissioner Gregoire

491

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

494

495 In Article 2, Section 5(a), delete “Commissioners shall uphold the standard of conduct described
496 in the Port of Seattle Code of Ethics for Port Commissioners and shall avoid conflicts of interest
497 and the appearance of conflicts of interest when performing their duties as port
498 commissioners” and insert the following in lieu thereof: **Commissioners shall uphold the
499 standard of conduct reflected in the Port of Seattle Statement of Values and further described
500 in the Port of Seattle Code of Ethics and Workplace Conduct and the Port of Seattle Code of
501 Ethics for Port Commissioners. Commissioners shall avoid conflicts of interest and the
502 appearance of conflicts of interest when performing their duties as port commissioners**

503

504 (The amendment in context:)

505

506 ~~Commissioners shall uphold the standard of conduct described in the Port of~~
507 ~~Seattle Code of Ethics for Port Commissioners and shall avoid conflicts of interest~~
508 ~~and the appearance of conflicts of interest when performing their duties as port~~
509 ~~commissioners~~ **Commissioners shall uphold the standard of conduct reflected in**
510 **the Port of Seattle Statement of Values and further described in the Port of**
511 **Seattle Code of Ethics and Workplace Conduct and the Port of Seattle Code of**
512 **Ethics for Port Commissioners. Commissioners shall avoid conflicts of interest**
513 **and the appearance of conflicts of interest when performing their duties as**
514 **port commissioners.** Procedures related to alleged misconduct and potential
515 conflict of interest are described in the Port of Seattle Code of Ethics for Port
516 Commissioners, implementation of which is ensured by the commission’s
517 officers and an independent Board of Ethics.

518

519 Amendment 11 OUTCOME: _____

520 AMENDMENT 12 – proposed by commission staff.

521

522 (Distinguishes between comments non-binding in a non-quorum setting and requests

523

524 Article 4, Section 2, after “Such presentations are not deliberations of the Port of Seattle
525 Commission, and” delete “comments made by individual commissioners in this context are not
526 directions binding on the executive director or other agents of the Port of Seattle” and insert
527 the following in lieu thereof: **comments made by individual commissioners in the absence of a**
528 **quorum are advisory only and are not binding on the executive director or staff of the Port of**
529 **Seattle in the same manner as are actions or decisions of the port commission**

530

531 (The amendment in context:)

532

533 In the absence of a quorum, individual commissioners may participate in
534 informational presentations. Such presentations are not deliberations of the Port
535 of Seattle Commission, and ~~comments made by individual commissioners in this
536 context are not directions binding on the executive director or other agents of
537 the Port of Seattle~~ **comments made by individual commissioners in the absence
538 of a quorum are advisory only and are not binding on the executive director or
539 staff of the Port of Seattle in the same manner as are actions or decisions of the
540 port commission.** In the event a public meeting is interrupted by the loss of a
541 quorum of commissioners, the presiding officer shall announce that the
542 commission meeting has been adjourned or recessed due to the absence of a
543 quorum before continuing with further informational presentations.

543

544 Amendment 12 OUTCOME: _____

545 AMENDMENT 13 – proposed by commission staff

546

547 (Makes it clear that a decision to recess or adjourn and/or clear a meeting room because of a
548 disruption is at the discretion of the commission.)

549

550 In Article 6, Section 11(f) after “orderly conduct of the meeting not feasible, the presiding
551 officer” insert the following: **, at the discretion of the commission,**

552

553 (The amendment in context:)

554

555 If a meeting is interrupted by a disruption as described in these bylaws so as to
556 render the orderly conduct of the meeting not feasible, the presiding officer, **at**
557 **the discretion of the commission,** may recess the meeting or adjourn the
558 meeting to another location pursuant to the provisions of Article IV, Section 7, of
559 these bylaws and may order the meeting room cleared. If a meeting is adjourned
560 due to an interruption, commissioners and staff shall leave the meeting room
561 until the meeting is reconvened.

562

563 Amendment 13 OUTCOME: _____

564

565 AMENDMENT 14 – prepared based on comments from Commissioner Bowman
566
567 (Removes the need for a committee charter to name the commission staff supporting the
568 committee.)
569
570 In Article 5, Section 2, delete subsection (i)
571
572 (The amendment in context:)
573
574 ~~(i) Which staff of the Port of Seattle Commission shall support the committee's work.~~
575
576 Amendment 14 OUTCOME: _____

577 AMENDMENT 15 – prepared based on comments from Commissioner Bowman

578

579 (Would make the consultation process between commissioners and the commission president
580 less prescriptive.)

581

582 In Article 5, Section 3, after “consultation with other commissioners” delete “according to the
583 following guidelines:” and all of subsections (a), (b), (c), (d), and (e) and insert the following in
584 lieu thereof: **and shall be completed by the end of January each year.**

585

586 (The amendment in context:)

587

588 Committee membership. As noted in Article III above, the president shall appoint
589 commissioners to serve on or chair standing or special committees and on external
590 boards and commissions. Committee and external board and commission assignments
591 shall be developed in consultation with other commissioners **and shall be completed by**
592 **the end of January each year.** according to the following guidelines:

593

594 ~~(a) No later than December 1, the vice president, acting in the capacity of president-elect,~~
595 ~~shall forward to commissioners expecting to serve on the Port of Seattle Commission in~~
596 ~~the following calendar year a list of committees and external boards and commissions~~
597 ~~available for commissioner participation in the new year. The list shall be sent to any~~
598 ~~newly elected commissioners for whom election results have been certified by~~
599 ~~December 1. The list shall include the name of the standing or special committee of the~~
600 ~~commission and the names of all known available external boards and commissions, a~~
601 ~~brief description of the group, and the current commissioner assignments, if any. The~~
602 ~~vice president shall ask commissioners to consider service on the listed groups in the~~
603 ~~coming year and to propose their ranked preferences for such service.~~

604

605 ~~(b) By no later than December 15, commissioners shall consider and propose in writing~~
606 ~~their ranked preferences for service on the various committees, boards, and~~
607 ~~commissions and may propose service on additional committees, boards, or~~
608 ~~commissions as well. The deadline for responding may be extended by consultation~~
609 ~~with the vice president.~~

610

611 ~~(c) Bearing in mind the considerations described above and consulting further with~~
612 ~~individual commissioners as needed, the vice president shall prepare a preliminary list~~
613 ~~of committee, board, and commission assignments.~~

614

615 ~~(d) No later than the second Tuesday of January, the president shall distribute a~~
616 ~~preliminary list of assignments for commission committees, and external boards and~~
617 ~~commissions to commissioners. Commissioners shall have seven days to review the~~
618 ~~preliminary assignments and may propose revisions.~~

619

620 ~~(e) During the commission’s public meeting on the fourth Tuesday of January, or if such~~

621 ~~meeting is cancelled, at the commission public meeting next held, the president shall~~
622 ~~announce that assignments to committees and external boards and commissions have~~
623 ~~been made, and a copy of the list of assignments shall be entered upon the record of~~
624 ~~the meeting.~~

625
626 Assignments to committees and external boards and commissions may change during
627 the year, and the commission clerk shall maintain an updated list, noting the dates and
628 the nature of any revisions. Changes to such assignments shall be made only after
629 consulting the commissioners affected, and the president shall provide the commission
630 clerk with written notice of any changes.

631 Amendment 15 OUTCOME: _____

632 AMENDMENT 16 – prepared based on comments from Commissioner Bowman

633

634 (Would make Audit Committee service required for all commissioners)

635

636 In Article 2, Insert a new Section 8 as follows:

637

638 **All commissioners shall serve at least one, one-year term on the commission's audit**
639 **committee prior to the completion of their fourth year in office. If this requirement results in**
640 **the need for more than two commissioners to serve on the audit committee at the same time,**
641 **the commission may waive the requirement for one or more commissioners to serve in the**
642 **time allotted. The vote to waive this requirement under these circumstances shall be decided**
643 **by a majority of the membership and the motion may include conditions for future audit**
644 **committee service as deemed appropriate by the commission.**

645

646 Amendment 16 OUTCOME: _____

647 AMENDMENT 17 – proposed based on comments from Commissioners Felleman and Bowman

648

649 (Clarifies that the order and decorum limitations on non-germane, insulting, and otherwise
650 uncivil comments apply to everyone participating in the meeting – commissioners, staff, public,
651 etc.)

652

653 In Article 6, Section 10, delete “Those speaking during consideration of any matter shall limit
654 remarks” and insert the following in lieu thereof: **All persons speaking during consideration of**
655 **any matter, including commissioners, staff, and members of the public, shall limit remarks**

656

657 (Amendment in context:)

658

659 ~~Those speaking during consideration of any matter shall limit remarks~~ **All persons**
660 **speaking during consideration of any matter, including commissioners, staff, and**
661 **members of the public, shall limit remarks** to the matter at hand, avoiding
662 personalities, vulgarity, insults, inflammatory language, and other comments not
663 germane to the discussion of the matter at hand.

664

665 Amendment 17 OUTCOME: _____

666 **[The following amendment, described on December 12, is no longer proposed for inclusion.]**

667
668 AMENDMENT — proposed by executive staff

669
670 ~~(Creates an option to place actions on the consent calendar if the authorization amounts are~~
671 ~~between \$300,000 and \$1 million and construction contract extensions are between 60 and~~
672 ~~120 days and allows them to be offered in a single action request.)~~

673
674 In Article 4, Section 5(g), after “do not require a public hearing or amendment” insert the
675 following: ~~**The consent calendar may include any action for which the requested dollar**~~
676 ~~**amount of the authorization lies between the value threshold delegated to the executive**~~
677 ~~**director (generally \$300,000) and \$1,000,000 or for which construction contract time**~~
678 ~~**extensions are requested between 60 days and 120 days and staff may submit an agenda**~~
679 ~~**memorandum for multiple actions of this kind with a brief description of each action.**~~

680
681 (The amendment in context:)

682
683 Unanimous consent calendar. Items on the consent calendar shall include
684 routine matters and actions considered by the president to have general
685 consensus of all commissioners, including approval of the minutes of prior
686 meetings available for commission approval. Resolutions may be included on the
687 consent calendar for final adoption if they are routine and considered by the
688 president to have general consensus of all commissioners, have been introduced
689 on a prior day, and do not require a public hearing or amendment. ~~**The consent**~~
690 ~~**calendar may include any action for which the requested dollar amount of the**~~
691 ~~**authorization lies between the value threshold delegated to the executive**~~
692 ~~**director (generally \$300,000) and \$1,000,000 or for which construction contract**~~
693 ~~**time extensions are requested between 60 days and 120 days and staff may**~~
694 ~~**submit an agenda memorandum for multiple actions of this kind with a brief**~~
695 ~~**description of each action.**~~ Items on the consent calendar shall not be subject to
696 discussion or debate and shall be decided by a single vote. Any commissioner
697 present at the time of consideration of approval of the agenda may request
698 removal of an item from the unanimous consent calendar for separate
699 consideration and vote. Items removed from the consent calendar for separate
700 consideration and vote shall become special orders for the day and shall be
701 taken up following those items previously scheduled for consideration as special
702 orders.