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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 3742

40  
41 PORT of SEATTLE COMMISSION BYLAWS

42 As proposed for adoption on December 19, 2017

43 Blue text is proposed by omnibus technical amendment (Amendment 1)

44 Redlines are proposed by amendment as noted

45  
46 Article I – Object

- 47  
48 1. ~~The Port of Seattle was chartered by the voters of King County as a port district by special~~  
49 ~~election on September 5, 1911. The Port of Seattle is a special-purpose municipal~~  
50 ~~corporation of the State of Washington that is governed by the Port of Seattle Commission.~~  
51 ~~The Port of Seattle Commission is authorized to perform its responsibilities under Title 53~~  
52 ~~RCW state law and is charged with the responsibility to fulfill particular legislatively~~  
53 ~~mandated purposes and objectives.~~

54  
55 *The Port of Seattle was chartered by the voters of King County as a port district by special*  
56 *election on September 5, 1911, as a special-purpose municipal corporation of the State of*  
57 *Washington. The Port of Seattle Commission is vested with all port powers described by*  
58 *law and governs the Port of Seattle in accordance with state law to fulfill the port’s*  
59 *purposes and objectives.* [Pursuant to Albro’s Amendment 9, informed by Bowman comment]

- 60  
61 2. These bylaws constitute the rules governing the transaction of business by the duly elected  
62 Port of Seattle Commission. Commissioners shall faithfully, ethically, and transparently  
63 perform all duties of office and shall abide by the principle that public service is a public  
64 trust. It is the goal of these bylaws to outline the transaction of business in a way that  
65 appropriately safeguards the rights of the majority, minority, and individual within the body  
66 politic of the Port of Seattle Commission.

- 67  
68 3. ~~Commissioners shall safeguard the mission of the Port of Seattle as a public agency whose~~  
69 ~~primary mission shall be to invest public resources to advance trade and commerce,~~  
70 ~~promote industrial growth, preserve limited maritime and aviation resources of unique~~  
71 ~~value for port uses, stimulate economic development, and create jobs. This mission~~  
72 ~~depends upon the transportation of people and goods by air, water, and land, commitment~~  
73 ~~to environmental stewardship, and collaboration with neighboring communities. It ensures~~  
74 ~~economic vitality and a sustainable quality of life for all of the people of King County and~~  
75 ~~the Puget Sound region.~~

76  
77 *Commissioners shall serve the public and the mission of the Port of Seattle as a public*  
78 *agency to create quality jobs throughout the diverse communities of King County by*  
79 *advancing trade and commerce, promoting industrial growth, and stimulating economic*  
80 *development. Commissioners shall advance the port’s commitment to create economic*  
81 *opportunity for all, responsibly steward the environment, partner with surrounding*  
82 *communities, promote social responsibility, act transparently, and remain accountable.*  
83 [Pursuant to Albro’s Amendment 9, informed by Felleman comments]

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**Article II – Commissioners**

1. Membership. The members of the Port of Seattle Commission shall be those commissioners duly elected pursuant to the laws of the State of Washington. Election and terms of port commissioners shall be pursuant to applicable law. As elected officials, each commissioner shall exercise the responsibilities of office and be accountable to the general public, the ~~electors of the port district~~ citizens of King County, and one another.
  
2. Collegiality. The commission exercises port powers and [Pursuant to Albro’s Amendment 10, informed by Bowman comments] governs the Port of Seattle only when a quorum of its membership is assembled in a properly noticed public meeting and action is taken by the required vote. It is the right of the individual or the minority of commissioners to dissent from the will of the majority, just as it is the right of the majority to act by whatever vote is needed for passage of a question. Commissioners are independently elected and have the right to voice personal opinions on matters under consideration or that are pending final action by the commission. Commissioners have the right to express opinions that differ from the decision of the majority of the commission, provided that each commissioner transparently distinguishes his or her individual opinion from the collective decisions of the commission as a whole body.
  
3. Oath of office. Pursuant to the requirements of RCW 29A.60.280, newly elected commissioners shall take the oath of office required by law during the time period defined by law. The oath shall be administered by a notary public holding the position of commission clerk. Another person qualified to administer oaths may administer the oath of office to newly elected commissioners when compliance with the legally required time period necessitates it. In addition to taking the oath of office required by statute,  
~~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.~~  
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.
  
4. Transparency pledge. Annually, prior to the first public meeting of the year, each commissioner shall execute the following transparency pledge:  

As a duly elected Port of Seattle commissioner, I am responsible for ensuring that the Port of Seattle, a public agency of the state of Washington, conducts its business in the open in compliance with the state’s Open Public Meetings Act, Chapter 42.30 RCW. In fulfillment of my duties to the commission as a body, and in recognition of my responsibilities as an elected official serving the citizens of King County, I give my personal commitment to fostering and maintaining a culture of accountability and

131 transparency within the commission, among Port of Seattle employees, and  
132 between the Port of Seattle and the citizens of King County. Therefore, I affirm my  
133 commitment to openly governing the Port of Seattle pursuant to the Open Public  
134 Meetings Act and the state's Public Records Act (Chapter 42.56 RCW). As a  
135 commissioner, I will support and advance policies and practices that increase the  
136 Port's openness and accountability and expand citizen access to the port's decision-  
137 making consistent with the intent of the Open Public Meetings Act. Signed this \_\_\_\_  
138 day of \_\_\_\_, \_\_\_\_, for the term of January 1 through December 31, \_\_\_\_ .  
139 Commissioner \_\_\_\_

140  
141 5. Ethical behavior, conflict of interest, recusal procedure.

- 142  
143 (a) ~~Commissioners shall uphold the standard of conduct described in the Port of Seattle~~  
144 ~~Code of Ethics for Port Commissioners and shall avoid conflicts of interest and the~~  
145 ~~appearance of conflicts of interest when performing their duties as port commissioners.~~

146  
147 Commissioners shall uphold the standard of conduct reflected in the Port of Seattle  
148 Statement of Values and further described in the Port of Seattle Code of Ethics and  
149 Workplace Conduct and the Port of Seattle Code of Ethics for Port Commissioners.  
150 Commissioners shall avoid conflicts of interest and the appearance of conflicts of  
151 interest when performing their duties as port commissioners. <sup>[Pursuant to Gregoire's Amendment 11]</sup>

152  
153 Procedures related to alleged misconduct and potential conflicts of interest are  
154 described in the Port of Seattle Code of Ethics for Port Commissioners, implementation  
155 of which is ensured by the commission's officers and an independent Board of Ethics.

- 156  
157 (b) ~~If conflicts of interest arise,~~ If a potential or actual conflict of interest arises,  
158 commissioners shall resolve the conflict pursuant to the requirements of the Code of  
159 Ethics for Port Commissioners, including when necessary, recusing themselves from any  
160 consideration and voting upon the issue that creates the conflict. ~~When recusing, a~~  
161 ~~commissioner shall announce the conflict or apparent conflict of interest~~ When  
162 recusing himself or herself, a commissioner shall announce the conflict of interest or  
163 the potential conflict of interest prior to deliberation on the matter subject to recusal.  
164 Unless a recusing commissioner's presence during a public meeting is required in order  
165 to preserve a quorum, the commissioner shall leave the meeting room during  
166 consideration of business subject to the conflict issue and may return upon its  
167 completion. Abstention from voting does not presume recusal, and is described further  
168 in Article VI, Section 2.

169  
170 6. Vacancy in office.

- 171  
172 (a) A vacancy in the office of port commissioner may occur as provided in Chapter 42.12  
173 RCW or by the port commissioner's nonattendance at meetings of the port commission  
174 for a period of 60 days unless the commissioner is excused by the port commission. In  
175 the event a vacancy in the office of port commissioner occurs, such vacancy shall be  
176 filled in accordance with RCW 53.12.140 pursuant to Chapter 42.12 RCW and other

177 applicable law. The remaining commissioners shall fill the vacancy by appointment no  
178 later than 90 days after the creation of the vacancy. If the vacancy is created due to a  
179 commissioner resigning his or her position, the commission shall appoint a new  
180 commissioner within 90 days of the effective date of the commissioner's resignation.  
181

182 (b) Solicitation of applications. ~~The commission shall take the following steps upon~~  
183 ~~provision of a notice of resignation or the creation of a vacancy in the office of port~~  
184 ~~commissioner.~~ Within five business days after receiving notice of a vacancy or the  
185 creation of a vacancy, the commission shall solicit applications to fill the vacancy by  
186 issuing a press release and posting a request for applications on the Port of Seattle  
187 website. Applications shall be solicited from citizens in King County interested in being  
188 considered for the appointment. All applications for the appointment shall be  
189 submitted to the port commission by the deadline noted in the commission's request  
190 for applications.  
191

192 (c) Review and selection of candidates. The commission shall review the applications and  
193 shall obtain background investigations of the applicants. The commission may conduct  
194 interviews in public of the most qualified candidates. The commission shall fill the  
195 vacancy by selecting one candidate by majority vote of its membership in a public  
196 meeting.  
197

198 (d) Vacancy in office of three or more commissioners. When a majority of the  
199 commissioner positions fixed by law are vacant, the provisions of RCW 42.12.070 and  
200 applicable law shall govern the filling of the vacancies.  
201

202 (e) Appointment until the next election. As provided in Chapter 29A.24 RCW, each person  
203 appointed to serve in the office of commissioner shall serve until a qualified person is  
204 elected at the next election at which a member of the governing body normally would  
205 be elected. The person elected shall take office immediately and serve the remainder of  
206 the unexpired term.  
207

208 7. Outside boards and commissions. Commissioners may serve on external port-related  
209 boards and commissions. No more than two commissioners shall serve on the same  
210 external board or commission at the same time in order to avoid ~~having~~ creating a quorum  
211 of commissioners at the meetings of such a board or commission. ~~The process for~~  
212 ~~determining committee and external board and commission assignments in consultation~~  
213 ~~with commissioners is described in Article V, Section 3. The president shall make these~~  
214 ~~assignments as described in Article III, Section 5, and~~  
215 The president shall make committee and external board and commission assignments in  
216 consultation with commissioners as described in Article III, Section 5, and Article V,  
217 Section 3. The president shall consider the following factors when determining  
218 participation and length of service for commissioners on external boards and commissions:  
219

220 (a) The membership and office-holding requirements of the external boards in question;  
221

222 (b) The interests of individual commissioners in serving on various external boards; and

223  
224 (c) Whether the port commission is adequately represented on the external boards and  
225 commissions needed to effectively advocate for the interests of the Port of Seattle.

226  
227 **8. All commissioners shall serve at least one, one-year term on the commission's audit**  
228 **committee prior to the completion of their fourth year in office. If this requirement results**  
229 **in the need for more than two commissioners to serve on the audit committee at the**  
230 **same time, the commission may waive the requirement for one or more commissioners to**  
231 **serve in the time allotted. The vote to waive this requirement under these circumstances**  
232 **shall be decided by a majority of the membership and the motion may include conditions**  
233 **for future audit committee service as deemed appropriate by the commission.** <sup>[Pursuant to</sup>

234 Amendment 16 based on Bowman comments]

235  
236 **9. Oversight and review of the executive director. As a body, the commission provides**  
237 **oversight and review of the performance of the executive director in accordance with the**  
238 **executive director's employment agreement.** <sup>[Pursuant to Felleman's Amendment 8]</sup>

239  
240 **10. Review of staff reporting to both the commission and the executive director (dual**  
241 **reports). In addition to oversight of the executive director and direct reports of the office**  
242 **of the commission, the commission as a body provides input to the executive director**  
243 **regarding the performance of those employees who report directly to the executive**  
244 **director. In particular, the commission as a body provides review of the general counsel**  
245 **and public affairs senior director, who report dually to the commission and the executive**  
246 **director.** <sup>[Pursuant to Felleman's Amendment 8]</sup>

### 247 248 249 **Article III – Officers**

250  
251 1. All officers shall serve at the pleasure of the Port of Seattle Commission and shall carry out  
252 the responsibilities described in these bylaws. Commission officers may be censured or  
253 removed from office at any public meeting of the port commission legally convened in  
254 accordance with applicable laws and these bylaws. The Code of Ethics for Port  
255 Commissioners shall identify the procedures for addressing complaints of misconduct,  
256 abuse of authority, and neglect of the duties of office by officers. If a majority of the  
257 commissioners determine that an officer should be censured or removed from office, this  
258 decision shall require a vote of the majority of commissioners as prescribed by applicable  
259 law and these bylaws.

260  
261 2. Election. At the first meeting of each calendar year, the commission shall elect a vice  
262 president and secretary. ~~As described elsewhere in this article,~~ The vice president shall  
263 succeed to the office of president in the following calendar year at the expiration of his or  
264 her term as vice president.

265  
266 3. Term of office. An officer's term shall run from the date of election until the end of the  
267 calendar year.

- 269 4. Commission officer vacancy.  
270  
271 (a) In the event that a commission officer resigns or is removed from the office of  
272 president, vice president, or secretary, a commissioner may be selected to serve out the  
273 officer's uncompleted term and shall so serve until the end of the calendar year. When  
274 such vacancies arise, they may be filled at any regular or special meeting of the  
275 commission. During the temporary absence of any commission officer, the officer next  
276 in line shall assume the duties of the absent officer in an acting capacity in the following  
277 order of succession, provided that this order of succession does not apply to meetings  
278 of committees composed of fewer than a quorum of the port commission:  
279  
280 (b) In the physical absence of the president, the vice president temporarily shall assume  
281 the duties of the president.  
282  
283 (c) In the physical absence of the vice president, the secretary temporarily shall assume the  
284 duties of the vice president.  
285  
286 (d) In the physical absence of both the president and vice president, the secretary  
287 temporarily shall assume the duties of the president.  
288

289 5. Duties of the president.

- 290  
291 (a) Order and decorum. The president shall preside over all public meetings and executive  
292 sessions of the Port of Seattle Commission and shall be responsible for maintaining  
293 order and decorum in accordance with the provisions of these bylaws.  
294  
295 (b) Preliminary agenda. The president shall authorize the formation of the commission's  
296 preliminary public meeting agenda and shall propose the agenda for commission  
297 approval on the day of the meeting in the appropriate order of business.  
298  
299 (c) Notice of meetings. The president shall authorize the issuance of such legal notices of  
300 public meetings as may be required by law and these bylaws.  
301

- 302 (d) ~~Supervision of commission staff. Acting on behalf of the commission, the president shall~~  
303 ~~supervise the commission chief of staff, who in turn shall be responsible for the~~  
304 ~~organization and management of the staff of the office of the commission. Prior to~~  
305 ~~executing any hiring and firing decisions with respect to the professional staff of the office~~  
306 ~~of the commission, all commissioners shall be notified of the proposed decision and a~~  
307 ~~reasonable opportunity shall be given for commissioners to consult and provided a~~  
308 ~~reasonable opportunity to consult on such decisions as time and circumstances warrant.~~

309  
310 *Oversight of the office of the commission. In consultation with the commission, the*  
311 *president shall provide oversight and review of the performance of the commission*  
312 *chief of staff. The commission chief of staff shall be responsible for the organization*  
313 *and management of the office of the commission. The commission chief of staff shall*  
314 *consult with the commission regarding the performance evaluation, hiring, and firing*

315 of staff of the office of the commission. [Pursuant to Felleman's Amendment 8]  
316

317 (e) Oversight of staff reporting to both the commission and the executive director (dual  
318 reports). On behalf of the commission and in concert with the executive director, the  
319 president provides oversight to the general counsel and public affairs director, who  
320 report dually to the commission and the executive director. The president serves as  
321 the commission's primary point of contact to these positions.  
322

323 (e/f) Committee and external board appointments. In consultation with individual  
324 commissioners, the president annually shall appoint commissioners to serve on and  
325 chair standing or special committees of the commission  
326 and to serve on external boards and commissions, subject to the considerations  
327 described in Article II, Section 7.

328 As described in these bylaws, ~~the chair of the audit committee shall be the vice~~  
329 ~~president and~~ the vice president shall chair the audit committee; therefore, the  
330 president does not appoint this position. ~~The procedures for consultation and~~  
331 ~~appointment of commissioners to committees or external boards and commissions shall~~  
332 ~~be pursuant to the requirements of these bylaws related to committee structure.~~  
333

334 (f/g) Commission spokesperson. The president shall be the spokesperson for the  
335 commission in expressing views held collectively by the Port of Seattle Commission that  
336 have been established by action taken in public session or that are consistent with the  
337 policies, statements, and actions of the port commission. [Pursuant to Gregoire's Amendment 6]  
338 The president may delegate this role on a case-by-case basis. The president shall make  
339 reasonable efforts to consult with affected commissioners prior to making public  
340 statements on behalf of the commission. When the president expresses his or her own  
341 individual opinions, he or she shall refrain from using the title of commission president  
342 in such a context. [Pursuant to Felleman's Amendment 7]  
343

344 (g/h) Signature of instruments. On behalf of the commission, the president shall sign  
345 all proclamations adopted in public session. The president shall execute all agreements  
346 required in the normal course of fulfilling his or her duties. The president shall sign all  
347 official correspondence and other instruments on behalf of the commission that are  
348 consistent with the opinions or policy direction of the commission established by public  
349 action.  
350

351 (h/i) Other duties of the president. The president shall perform other duties  
352 incidental to the office of the president, as established from time to time by the ~~Port of~~  
353 ~~Seattle~~ commission.  
354

355 6. Duties of the vice president.  
356

357 (a) Succession to president. The vice president shall ~~succeed the president for the~~  
358 ~~subsequent calendar year~~ succeed to the office of president at the expiration of his or  
359 her term as vice president. If he or she is unable to fill the office of president ~~in the~~  
360 ~~calendar year following the completion of his or her term as vice president~~ at that time,



361 the commission shall elect another commissioner to serve as president. ~~A motion to~~  
362 ~~elect a president under these circumstances shall be in order as soon as reasonably~~  
363 ~~possible after the commission learns that the vice president will be unable to serve as~~  
364 ~~president. The motion to elect a president under these circumstances may be offered~~  
365 ~~at any regular or special meeting.~~

366  
367 (b) Audit committee chair. The vice president shall serve as chair of the commission's audit  
368 committee. For this reason, the president shall not appoint the chair of the audit  
369 committee. The audit committee participates directly in the oversight and review of  
370 the performance of the internal audit director in accordance with policy directives  
371 related to Port of Seattle salaries and benefits. In consultation with the audit  
372 committee, the vice president shall contribute to the chief financial officer's  
373 performance review of the internal audit director. <sup>[Pursuant to Felleman's Amendment 8]</sup>

374  
375 (c) Other duties of the vice president. The vice president shall perform other duties  
376 incidental to the office of the vice president, as established from time to time by the  
377 Port of Seattle commission.

378  
379 7. Duties of the secretary.

380  
381 (a) The secretary shall oversee the proper recording of official actions of the Port of Seattle  
382 Commission and shall oversee the distribution, retention, and disposition of such  
383 records as described in these bylaws. To carry out this responsibility, the secretary shall  
384 coordinate with a commission clerk. The secretary shall present minutes for approval to  
385 the commission and shall attest to the authenticity of approved minutes by signature.  
386 When the secretary is physically absent, the presiding officer shall so attest.

387  
388 (b) Other duties of the secretary. The secretary shall perform other duties incidental to the  
389 office of the secretary, as established from time to time by the Port of Seattle  
390 commission.

391  
392 8. Duties of the commission clerk.

393  
394 (a) There shall be a staff position to perform the duties of a commission clerk. The  
395 commission clerk shall be supervised by the commission chief of staff. The work of the  
396 commission clerk shall support the secretary as the officer responsible for overseeing  
397 the recording of actions of the Port of Seattle Commission.

398  
399 (b) Legal notices. Subject to authorization of the president, as described in Section 5, the  
400 commission clerk shall ensure the posting, distribution, retention, and disposition of  
401 port commission public meeting notices as may be required by law and these bylaws.

402  
403 (c) Minutes. The commission clerk shall ensure the recording, distribution, retention, and  
404 disposition of records of the official actions of the Port of Seattle Commission in  
405 accordance with applicable law and best practices.

- 407 (d) Catalogs and indices. The commission clerk shall ensure the collection and cataloguing  
408 of policy directives and governance-related resolutions of the Port of Seattle  
409 Commission. He or she shall coordinate with the office of the port's executive director  
410 to ensure that policies and procedures promulgated by the executive leadership of the  
411 port are regularly reviewed for conformity with such policy directives. The commission  
412 clerk shall maintain such indices of the records of the port commission as are  
413 considered appropriate to accommodate the normal course of business. At a minimum,  
414 the commission clerk shall maintain indices of actions of the port commission contained  
415 in its minutes, and the subject matter of adopted resolutions, policy directives, and  
416 other formal motions.
- 417
- 418 (e) Record holder. The commission clerk shall be the record holder and custodian of the  
419 commission's approved minutes, adopted resolutions, proclamations, formal motions,  
420 policy directives, and Delegation of Responsibility and Authority to the Executive Director  
421 (General Delegation of Authority). ~~The commission clerk shall be responsible for the~~  
422 ~~recording, distribution, retention, and disposition of these records and any related indices~~  
423 ~~pursuant to the procedures provided for in these bylaws.~~ The commission clerk also shall  
424 be the record holder of certificates of election of port commissioners, commission  
425 transparency pledges, lists of commissioner assignments to commission committees and  
426 external boards and commissions, and secondary copies of commissioner oaths of office,  
427 which shall be recorded with the King County recorder's office.
- 428
- 429 (f) Port seal. The commission clerk shall be the custodian of the official Seal of the Port of  
430 Seattle and shall affix its impression on official instruments whenever required.
- 431
- 432 (g) Administration of oaths. The commission clerk shall be the ordinary administrator of  
433 the oath of office for newly elected port commissioners *as within the manner* required  
434 pursuant to RCW 29A.60.280, shall ensure the recording of such oaths with the King  
435 County Recorder's Office, and shall provide other notarial services as required in the  
436 regular course of business. If the commission clerk is not available to administer the  
437 oath of office during the time period required pursuant to RCW 29A.60.280 or other  
438 law, another official authorized to administer oaths pursuant to Chapter 5.28 RCW may  
439 administer the oath, a copy of which shall be provided to the commission clerk for  
440 submission to the recorder's office. The provisions of this section are intended to  
441 ensure compliance with legal requirements and do not preclude additional public oath-  
442 of-office ceremonies.
- 443
- 444 (h) Notice of adjournment. When circumstances prevent assembly of a quorum of port  
445 commissioners at the scheduled place or time, the commission clerk shall call the  
446 scheduled meeting to order exclusively for the purpose of adjourning to another time  
447 or location and shall ensure the posting of a notice of adjournment as described  
448 elsewhere in these bylaws.
- 449
- 450 (i) Public comment. When the public is invited to comment pursuant to the provisions of  
451 law or these bylaws, the commission clerk shall assemble a list of speakers.
- 452

- 453 (j) Roll-call votes. When a vote by roll call is required pursuant to the rules of order, the  
454 commission clerk shall call the roll, announce the result to the presiding officer, and  
455 record the votes so cast. The presiding officer shall announce the decision of the  
456 commission on any motion.
- 457
- 458 (k) Parliamentarian. When questions of order arise, the commission clerk may advise the  
459 presiding officer at the officer’s discretion based on the commission’s rules of order and  
460 established parliamentary authority.
- 461
- 462 (l) Other duties of the clerk. The commission clerk shall perform other duties consistent  
463 with the responsibilities of a municipal clerk as may be required from time to time.
- 464
- 465 (m) Delegation of duties. The duties of the commission clerk may be performed on a  
466 temporary basis by a deputy commission clerk or suitable delegate, as circumstances  
467 require.
- 468
- 469

470 **Article IV – Meetings**

471

472 1. Public meetings.

473

- 474 (a) All meetings of a quorum of port commissioners shall be open to the public as required  
475 by law and these bylaws; provided deliberations may be closed to the public pursuant  
476 to the exemptions provided for explicitly in state law and in accordance with the  
477 procedures required by statute and these bylaws.
- 478
- 479 (b) Record of proceedings. A record of all actions of the port commission taken during its  
480 public meetings shall be kept by the commission clerk and shall be made available to  
481 the public in the form of minutes approved by the port commission. When the  
482 commission has approved the minutes of a meeting, the minutes so approved shall  
483 represent the sole, final, and considered determination of the commission as to the  
484 actions contained therein, superseding all statements made by commissioners at the  
485 meeting. Unless prevented by extenuating circumstances, regular meetings shall, and  
486 special meetings may, be recorded electronically.
- 487

- 488 2. Quorum. A majority of the persons holding the office of port commissioner at any time  
489 shall constitute a quorum of the port commission for the transaction of business. No  
490 business of the port commission shall be transacted unless there are in office at least a  
491 majority of the full number of commissioners fixed by law, ~~except as otherwise may be~~  
492 ~~provided for by law~~. No action defined by statute as the transaction of the official business  
493 of a public agency shall occur in the absence of a quorum. In the absence of a quorum,  
494 individual commissioners may participate in informational presentations. Such  
495 presentations are not deliberations of the Port of Seattle Commission, and ~~comments made~~  
496 ~~by individual commissioners in this context are not directions binding on the executive~~  
497 ~~director or other agents of the Port of Seattle~~ comments made by individual  
498 commissioners in the absence of a quorum are advisory only and are not binding on the

499 executive director or staff of the Port of Seattle in the same manner as are actions or  
500 decisions of the port commission. <sup>[Pursuant to staff Amendment 12]</sup> In the event a public meeting is

501 interrupted by the loss of a quorum of commissioners, the presiding officer shall announce  
502 that the commission meeting has been adjourned or recessed due to the absence of a  
503 quorum before continuing with further informational presentations.

504  
505 3. Absences.

506  
507 (a) ~~Failure to attend port commission meetings~~ The failure of a port commissioner to attend  
508 port commission meetings for a period of 60 days, unless excused by the commission,  
509 shall constitute a vacancy in office as described in RCW 53.12.140. ~~When commissioners~~  
510 ~~are absent from meetings~~ If a port commissioner is absent from port commission  
511 meetings in order to attend to other port business, such absences shall be deemed  
512 excused. Absences shall be noted in the meeting minutes as either “excused” or “absent.”  
513

514 (b) Remote participation. Commissioners shall attend public meetings of the Port of Seattle  
515 Commission in person unless prevented from doing so by extenuating circumstances.  
516 Commissioners who are unable to attend in person may participate in meeting  
517 deliberations electronically or by telephone, provided the commissioner ~~can interact in~~  
518 ~~deliberations and be heard~~ can interact in the deliberations and can be heard by the  
519 other commissioners and others attending the meeting. Commissioners participating in  
520 a meeting ~~in this manner~~ remotely shall be counted for purposes of establishing a  
521 quorum and shall vote on all matters put for a decision ~~as long as they are present at~~  
522 ~~the time of the vote~~ during the meeting. Except in cases of special meetings called to  
523 deal with an emergency involving injury or damage to persons or property or the  
524 likelihood of such injury or damage as described in RCW 42.30.080, at least one  
525 commissioner shall be physically present to preside over a public meeting when other  
526 commissioners are participating electronically or by telephone.  
527

528 4. Regular meetings.

529  
530 (a) Date, place, and time. Regular meetings of the Port of Seattle Commission shall be held  
531 on the second and fourth Tuesdays of every month except December. In December,  
532 regular meetings shall be held on the second and third Tuesdays. The meeting held on  
533 the second Tuesday of the month shall be held at port headquarters at Pier 69, 2711  
534 Alaskan Way, Seattle, Washington. When a regular meeting is held on the fourth  
535 Tuesday of the month, it shall be held at the conference center at Seattle-Tacoma  
536 International Airport, 17801 International Boulevard, Seattle, Washington. The meeting  
537 held on the third Tuesday of December shall be held at the conference center at  
538 Seattle-Tacoma International Airport, 17801 International Boulevard, Seattle,  
539 Washington. Regular public meetings shall be convened at 12:00 noon. When an  
540 executive session is to be held, the regular meeting may convene at 11:00 a.m. and  
541 shall immediately recess to an executive session that shall be closed to the public, after  
542 which the public session shall reconvene at 12:00 noon. When a regular meeting falls on  
543 a holiday, such regular meeting shall be rescheduled as soon as possible thereafter.  
544 Regular public meetings held pursuant to the schedule described in this section shall

545 not require additional publication of notice; however, notice similar to that provided for  
546 special meetings may be provided for regular meetings.

547  
548 (b) Cancellation. Regular or special meetings may be cancelled by authorization of the  
549 president or by written request of a majority of the membership of the commission. Such  
550 a request shall be provided to the president and the commission clerk at least 25 hours in  
551 advance of the scheduled convening time of the meeting to be cancelled. The  
552 commission clerk shall issue notice of such cancellations no later than 24 hours in  
553 advance of the scheduled convening time pursuant to the same procedures required for  
554 notice of special meetings. Meetings requiring cancellation less than 24 hours in advance  
555 of the scheduled convening time due to extenuating circumstances shall be convened at  
556 the scheduled time and immediately adjourned as otherwise provided for in this section.

557  
558 5. Order of business for regular meetings.

559  
560 (a) The order of business for regular meetings shall be as follows, subject to the conditions  
561 specified in this section:

- 562
- 563 Call to Order
- 564 Executive Session
- 565 Approval of the Agenda
- 566 Executive Director’s Report
- 567 Public Comment
- 568 Unanimous Consent Calendar
- 569 Special Orders
- 570 Authorizations and Final Actions
- 571 Presentations, Reports, and Staff Briefings
- 572 Questions on Referral to Committee
- 573 Adjournment
- 574

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

582  
583 (c) Executive session. An executive session closed to the public may be held as described  
584 elsewhere in these bylaws for the purposes permitted by state law. When an executive  
585 session is held prior to transacting public business pursuant to the procedures in these  
586 bylaws, the commission shall reconvene in public session and may again recess into  
587 executive session as provided for by law.

588  
589 (d) Approval of the agenda. Following convening of the public session of a meeting using  
590 the regular order of business, the presiding officer shall call for approval of the day’s

591 agenda by putting the question for the revision of the proposed agenda. If any  
592 commissioner objects to the day's agenda, the commissioner shall offer an amendment  
593 to add to, remove from, or reorder items on the preliminary agenda. If there are no  
594 amendments offered for the day's agenda, the proposed agenda shall be deemed  
595 approved without objection. Any commissioner present at the time of approval of the  
596 agenda may remove an item from the consent calendar for separate consideration and  
597 vote. Removal of an item from the consent calendar by a commissioner shall not  
598 require a vote of the other commissioners attending the meeting unless the proposal is  
599 to remove the item from the day's agenda altogether. Any other amendments to the  
600 agenda shall be decided in the order moved and shall require a second to be  
601 considered. The approved agenda, including any successful amendments, shall  
602 constitute the specific order of the day. Upon approval of the agenda, proposed  
603 motions requesting commission approval or authorization on the agenda shall be  
604 considered filed with the commission clerk, in the possession of the commission, and  
605 shall not be withdrawn or amended except by a vote of a majority of the membership.  
606 Further changes to the approved agenda may be made later in the meeting and shall  
607 require a two-thirds vote for ~~passage.~~ Items consideration. Final actions shall not be  
608 added to the agendas of special meetings at the time of approval of the agenda.

609  
610 (e) Executive director's report. The executive director may make a brief report and  
611 announcements to the commission on matters relevant to commission deliberations  
612 prior to consideration of the orders of the day.

613  
614 (f) Public comment. The commission may accept public comment at a regular or special  
615 meeting and shall accept public testimony during public hearings and at other times as  
616 required by law. Submission of written comment to the commission shall be  
617 encouraged.

618  
619 (g) Unanimous consent calendar. Items on the consent calendar shall include routine  
620 matters and actions considered by the president to have general consensus of all  
621 commissioners, including approval of the minutes of prior meetings available for  
622 commission approval. Resolutions may be included on the consent calendar for final  
623 adoption if they are routine and considered by the president to have general consensus  
624 of all commissioners, have already been introduced on a prior day, and do not require a  
625 public hearing or amendment. Items on the consent calendar shall not be subject to  
626 discussion or debate and shall be decided by a single vote. Any commissioner present at  
627 the time of consideration of approval of the agenda may request removal of an item  
628 from the unanimous consent calendar for separate consideration and vote. Items  
629 removed from the consent calendar for separate consideration and vote shall become  
630 special orders for the day and shall be taken up following those items previously  
631 scheduled for consideration as special orders.

632  
633 (h) Special orders. Special orders of business are items designated to be considered at a  
634 particular time in the orders of the day. Special orders of business shall be listed on the  
635 day's agenda and may include presentations or recognitions of a ceremonial nature,  
636 stakeholder engagement sessions, policy roundtables, public hearings, or any actions

637 the commission chooses to take up at a special time on its agenda.  
638

639 (i) Authorizations and final actions. Requested authorizations and other final actions  
640 requiring a decision by the commission shall be listed on the day's agenda and shall be  
641 considered in their regular order. Authorizations and final actions laid on the table may  
642 be taken from the table by a vote of a majority of the membership during the same  
643 session or shall become special orders of business at the next regular meeting of the  
644 commission or at the meeting specified in the motion to lay on the table.  
645

646 (j) Presentations, reports, and staff briefings. Presentations not requiring immediate final  
647 action shall be considered during the order of presentations, reports, and staff  
648 briefings. Final action may be taken on such matters by a majority vote of the  
649 membership only when all commissioners are present to participate or participating  
650 remotely in the meeting.  
651

652 (k) Questions on referral to committee. Matters referred to committees for  
653 recommendation in advance of public consideration by the commission may be  
654 discharged from committee pursuant to the provisions of Article V.  
655

656 (l) Adjournment. Provided there is no further scheduled business to transact, the  
657 commission shall adjourn without the need for a motion for adjournment.  
658

## 659 6. Special meetings. 660

661 (a) Any meeting held at a time or location other than as described for a regular meeting  
662 pursuant to these bylaws constitutes a special meeting of the Port of Seattle  
663 Commission. Special meetings may be called at any time by the president or a majority  
664 of the membership of port commissioners, provided notice is issued by the commission  
665 clerk in the manner prescribed by law not later than 24 hours in advance of the  
666 convening time of a special meeting. The date, time, and location for convening such  
667 meetings shall be described in the notice for the special meeting as required pursuant  
668 to Chapter 42.30 RCW. The call for a special meeting shall include a description of the  
669 business to be transacted during the special meeting and final action shall not be taken  
670 on any other matter at such meeting. A special meeting may follow the order of  
671 business prescribed for a regular meeting.  
672

673 (b) Waiver of notice. Written notice issued at least 24 hours in advance of convening a  
674 special meeting shall not be required when a special meeting is called to deal with an  
675 emergency involving injury or damage to persons or property as described in  
676 RCW 42.30.080. The requirement to issue written notice at least 24 hours in advance of  
677 convening a special meeting may be dispensed with in the case of any commissioner  
678 who files with the commission clerk a written waiver of notice prior to the convening of  
679 such meeting. Such written notice may also be dispensed with as to any commissioner  
680 who is actually present at the time of convening the special meeting. The written waiver  
681 of notice shall include the commissioner's signature or similar authentication and shall  
682 state the date, time, location, and description of the business to be transacted at the

683 special meeting. The commission clerk shall provide forms for executing notice waivers.

684  
685 (c) Notice waiver not submitted. Special meetings called with less than 24 hours' written  
686 notice shall comply with all requirements of law and these bylaws. Special meetings  
687 called to deal with an emergency involving injury or damage to persons or property as  
688 described in RCW 42.30.080 do not require 24 hours' written notice. When any other  
689 special meeting is called with less than 24 hours' notice, written notice shall be posted  
690 as far ahead of convening the meeting as practicable. In such a case, if any  
691 commissioner has not filed a written waiver of notice as prescribed in this section, and  
692 such commissioner is not present when the special meeting convenes, the special  
693 meeting shall immediately adjourn to a time that is at least 24 hours after the actual  
694 time of posting the written notice for the meeting. The procedures for adjourning a  
695 special meeting are described further in Section 7 below. [pursuant to staff's Amendment 3]

696  
697 (d) Special meetings called by a quorum of commissioners. When a majority of the  
698 membership of the commission calls a special meeting, the commissioners calling the  
699 meeting shall notify the president and commission clerk in writing of their intention to  
700 convene the special meeting. The written request shall indicate the place and time for  
701 convening the special meeting and a description of the business to be transacted. This  
702 information shall be included in the notice for the special meeting pursuant to the  
703 notice requirements of law and these bylaws. Final action shall not be taken on any  
704 other matter at such meeting. Such a written notification to call a special meeting by a  
705 majority of the membership of the commission shall be delivered to the commission  
706 clerk at least 25 hours prior to the convening time of such a special meeting. No special  
707 meeting called pursuant to the procedures in these bylaws shall commence earlier than  
708 24 hours after the time of posting of the required meeting notice.

709  
710 (e) Special meetings; community engagement. At least twice every year, the commission  
711 shall hold special meetings for the purpose of engaging the public in the consideration  
712 of matters relevant to the work of the Port of Seattle. The meeting locations, times, and  
713 agendas shall be appropriate to the intended participants and shall comply with  
714 applicable law and these bylaws.

715  
716 7. Adjournment or continuation of a public meeting. Regular and special meetings may be  
717 adjourned or continued pursuant to the notice requirements of Chapter 42.30 RCW. When  
718 a meeting is so adjourned and provided members of the public are present at the time of  
719 the adjournment or continuation, the presiding officer or the commission clerk shall  
720 announce the place and time to which the meeting is to be adjourned or continued. An  
721 order of adjournment shall be posted on or near the door of the room where the meeting  
722 was adjourned or continued immediately following the announcement of adjournment or  
723 continuation. If no members of the public are present at the time the meeting is adjourned  
724 or continued, the announcement may be dispensed with and a copy of the order shall be  
725 posted as described here.

726  
727 8. Executive sessions.  
728



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

735  
736 (b) Recording of executive sessions. Executive sessions shall be recorded electronically,  
737 and the general counsel shall be the record holder of the original recordings. Executive  
738 sessions held for the purpose of discussing evaluation of qualifications for public  
739 employment or review of the performance of a public employee as described in RCW  
740 42.30.110(1)(g) shall be exempt from the recording requirements of this section.  
741 Executive sessions held to discuss other matters authorized by RCW 42.30.110 may be  
742 made exempt from recording by a motion decided in public session prior to convening  
743 the executive session. The extent to which the executive session or parts thereof shall  
744 be exempt from recording shall be stated in the motion to exempt from recording.  
745 Outside counsel annually shall monitor the commission's compliance with Chapter  
746 42.30 RCW – the Open Public Meetings Act – and other laws by reviewing recordings  
747 of commission executive sessions on a representative sampling basis. [Pursuant to Gregoire's  
748 Amendment 5]

749  
750 (~~b~~/c) Recessing to executive session; public present. The following procedure shall  
751 apply when an executive session is conducted prior to transacting the other business of  
752 a regular or special meeting and when the public is present in the scheduled location of  
753 the public meeting. A quorum of port commissioners shall assemble at the location of  
754 the executive session. Once the required quorum is present and the published time for  
755 convening the regular or special meeting has arrived, the presiding officer and the  
756 commission clerk shall meet in the scheduled location of the public meeting and the  
757 presiding officer shall call the meeting to order. If the required quorum of  
758 commissioners is present at the location of the executive session but not immediately  
759 present in the scheduled location of the public meeting, the presider shall announce  
760 that such a quorum is present. The presiding officer shall announce the number of  
761 topics to be discussed in executive session and identify them sufficiently to establish  
762 their legal exemption from public deliberation. The announcement shall provide an  
763 estimate of the time at which the public session will reconvene, and the public meeting  
764 will then immediately stand in recess. The time announced for reconvening the special  
765 or regular meeting shall not be earlier than the time otherwise published for  
766 commencement of the public session of such a regular or special meeting in accordance  
767 with the notice requirements of Chapter 42.30 RCW.

768  
769 (~~e~~/d) Recessing to executive session; public not present. The following procedure shall  
770 apply when an executive session is conducted prior to transacting the other business of  
771 a regular or special meeting and when the public is not present in the scheduled  
772 location of the public meeting. A quorum of port commissioners shall assemble at the  
773 location of the executive session. Once the required quorum is present and the  
774 published time for convening the regular or special meeting has arrived, the

775 commission clerk shall notify the presiding officer that there are no members of the  
776 public assembled in the scheduled location of the public meeting, and the  
777 announcement procedures of subsection (c) above may be dispensed with. Under these  
778 circumstances, a notice listing the matters to be discussed in executive session and  
779 noting the applicable legal exemptions from public deliberation shall be posted on or  
780 near the door of the scheduled location of the public meeting. This notice shall include  
781 the time previously published for reconvening of the public session of the regular or  
782 special meeting as required under Chapter 42.30 RCW.

783  
784 (~~d~~/e) Extension of executive session. The following procedure shall apply when an  
785 executive session is conducted prior to transacting other public business of a regular or  
786 special meeting and the length of the executive session requires extension by more  
787 than five minutes. The presiding officer shall return to the public meeting room and  
788 announce, or may designate the commission clerk to announce, the extension of the  
789 executive session pursuant to the requirements of Chapter 42.30 RCW. The  
790 announcement of extension shall include a revised time for reconvening the public  
791 session, and a quorum of commissioners shall not reconvene the public session at a  
792 time earlier than so announced. When an executive session is so extended, a revised  
793 notice listing the updated time for reconvening the public session, the matters to be  
794 discussed in executive session, and the applicable legal exemptions from public  
795 deliberation shall be posted on or near the door of the scheduled location of the public  
796 meeting.

797  
798  
799 **Article V – Committees**

- 800
- 801 1. The commission may at any time establish such standing or special committees as it deems  
802 necessary for the transaction of business. Except as otherwise prescribed in these bylaws,  
803 the composition and leadership of committees shall be determined by the president. To  
804 ensure compliance with Chapter 42.30 RCW and other applicable law related to open public  
805 meetings, committees shall include not more than two commissioners and the presence of  
806 both commissioners shall be required to establish a quorum for the purpose of conducting  
807 the committee’s business. Additional committee members may be appointed from among  
808 port staff, public stakeholders, or subject matter experts, as appropriate to the scope of the  
809 work of the particular committee. Non-commissioners on a committee shall not be counted  
810 for purposes of establishing a quorum and shall not vote on any question put to the  
811 committee.  
812
  - 813 2. Charter required. Every committee of the port commission shall be established by adoption  
814 of a charter that shall include the following information:  
815
    - 816 (a) The name of the committee;
    - 817
    - 818 (b) Whether meetings of the committee shall be open to the public;
    - 819
    - 820 (c) If applicable, a schedule of regular committee meetings;

- 821  
822 (d) The scope of the committee’s work;  
823  
824 (e) The extent to which the committee is legally authorized to act on behalf of the  
825 commission;  
826  
827 (f) Whether the committee is authorized to hold public hearings or other public  
828 engagement activities;  
829  
830 (g) The duration of the committee’s work; **and**  
831  
832 (h) Specific outcomes or recommendations expected of the committee in the conduct of its  
833 business; **and**

834  
835 ~~(i) Which staff of the Port of Seattle Commission shall support the committee’s work.~~  
836 ~~[Pursuant to Amendment 14 (Bowman comments)]~~

- 837  
838 3. Committee membership. ~~As noted in Article III above~~ **As noted elsewhere in these bylaws,**  
839 the president shall appoint commissioners to serve on or chair standing or special  
840 committees and on external boards and commissions. Committee and external board and  
841 commission assignments shall be developed in consultation with other commissioners **and**  
842 **shall be completed by the end of January each year.** ~~according to the following guidelines:~~

843  
844 ~~(a) No later than December 1, the vice president, acting in the capacity of president-elect,~~  
845 ~~shall forward to commissioners expecting to serve on the Port of Seattle Commission in~~  
846 ~~the following calendar year a list of committees and external boards and commissions~~  
847 ~~available for commissioner participation in the new year. The list shall be sent to any~~  
848 ~~newly elected commissioners for whom election results have been certified by~~  
849 ~~December 1. The list shall include the name of the standing or special committee of the~~  
850 ~~commission and the names of all known available external boards and commissions, a~~  
851 ~~brief description of the group, and the current commissioner assignments, if any. The~~  
852 ~~vice president shall ask commissioners to consider service on the listed groups in the~~  
853 ~~coming year and to propose their ranked preferences for such service.~~

854  
855 ~~(b) By no later than December 15, commissioners shall consider and propose in writing~~  
856 ~~their ranked preferences for service on the various committees, boards, and~~  
857 ~~commissions and may propose service on additional committees, boards, or~~  
858 ~~commissions as well. Care shall be taken during the consultation process to comply with~~  
859 ~~legal requirements applicable to open public meetings. The deadline for responding~~  
860 ~~may be extended by consultation with the vice president.~~

861  
862 ~~(c) Having in mind those considerations~~ **Bearing in mind the considerations** ~~described~~  
863 ~~above and consulting further with individual commissioners as needed, the vice~~  
864 ~~president shall prepare a preliminary list of committee, board, and commission~~  
865 ~~assignments.~~

866

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

871  
872 ~~(e) During the commission's public meeting on the fourth Tuesday of January, or if such~~  
873 ~~meeting is cancelled, at the commission public meeting next held, the president shall~~  
874 ~~announce that assignments to committees and external boards and commissions have~~  
875 ~~been made, and a copy of the list of assignments shall be entered upon the record of~~  
876 ~~the meeting.~~ [Pursuant to Amendment 15 based on Bowman comments]

877  
878 (f) Assignments to committees of the port commission and external boards and  
879 commissions may change during the year, and the commission clerk shall maintain an  
880 updated list, noting the dates and the nature of any revisions. Changes to such  
881 assignments shall be made only after consulting the commissioners affected, and the  
882 president shall provide the commission clerk with written notice of any changes.

883  
884 4. Standing committees. The charter for a standing committee shall be adopted by resolution,  
885 and such resolution shall add such committee to the list of standing committees included in  
886 these bylaws. Standing committees shall conduct their business in meetings open to the  
887 public with notice provided pursuant to Chapter 42.30 RCW and the notice requirements of  
888 these bylaws. The standing committees of the Port of Seattle Commission are the following:

889 (a) Audit Committee

890  
891  
892 5. Special committees. Special committees are those committees established at any time by  
893 the commission which have a limited purview and limited duration of existence. The  
894 charter of a special committee shall be adopted by a formal written motion and shall  
895 include the classes of information specified for inclusion in any committee charter as  
896 described in these bylaws. A special committee legally empowered to act on behalf of the  
897 commission, conduct hearings, or take testimony or public comment shall conduct its  
898 business in meetings duly noticed and open to the public. Special committees need not  
899 meet in public session when their membership is less than a quorum of commissioners and  
900 they are not legally authorized to act on behalf of the commission as described above.

901  
902 6. Referral to committee. Topics that involve establishment or revision of policy directives or  
903 governance structures shall be referred to a committee of appropriate purview for  
904 recommendations on action by the commission. Other matters may be referred to  
905 appropriate committees at the discretion of the commission by public action. If there is no  
906 standing or special committee of appropriate purview constituted for the particular  
907 matter, one shall be constituted by a charter adopted pursuant to the requirements of  
908 these bylaws. Such committee referral shall be made by the president, or may be ordered  
909 by the commission by public action. Notwithstanding the timeline set in the committee's  
910 charter for consideration and recommendation to the commission, the commission may,  
911 by a vote of a majority of its membership, discharge a committee from further  
912 consideration of a particular matter. The motion to so discharge shall refer the matter to

913 *a different committee or place it on the agenda for commission consideration at an*  
914 *appropriate time.* <sup>[Pursuant to staff's Amendment 2]</sup>  
915

- 916 7. Attendance at committees by additional commissioners. Because the presence of three or  
917 more commissioners at any meeting results in the assembly of a quorum of the port  
918 commission, commissioners shall refrain from attending committees to which they are not  
919 assigned. When circumstances compel attendance of more than two commissioners at a  
920 meeting of a standing or select committee, the additional commissioner(s) planning to  
921 attend shall notify the commission clerk in writing of their intention to attend the meeting.  
922 Notice to the commission clerk shall be provided at least 25 hours in advance of the time  
923 set for convening the meeting. The commission clerk shall provide public notice of the  
924 committee meeting where a quorum of commissioners will be present pursuant to the  
925 requirements of law and these bylaws.  
926
- 927 8. Record of committee proceedings and recommendations. Standing and special committees  
928 shall keep records of actions taken and assigned during their deliberations and of final  
929 recommendations made to the commission. These records shall be prepared by the staff  
930 person identified in the committee's charter as its committee's staff coordinator and shall  
931 be authenticated by the signature of the committee chair. The commission clerk shall be  
932 the record holder for these records and shall make them available for public review. Final  
933 recommendations of standing or special committees shall be placed on the agenda of a  
934 commission public meeting as soon as practicable and may be discussed by the commission  
935 in public session. Unless prevented from doing so by extenuating circumstances, standing  
936 committees shall record their deliberations electronically.

937  
938  
939 **Article VI – Rules of Order**  
940

- 941 1. Parliamentary authority. The rules contained in the current edition of Robert's Rules of  
942 Order Newly Revised shall govern the commission in all cases to which they are applicable  
943 and in which they are not inconsistent with these bylaws and any special rules of order the  
944 commission may adopt.  
945
- 946 2. Voting.  
947
- 948 (a) It shall be the responsibility of each commissioner to vote on all questions put for  
949 action. Commissioners may abstain for any stated reason and shall recuse themselves  
950 when appropriate to do so ~~because of the appearance of a conflict~~ because of the  
951 potential of a conflict of interest or because of an actual conflict of interest.  
952 Commissioners shall announce their reasons for abstaining or recusing themselves from  
953 consideration of a matter pursuant to the requirements of these bylaws. Abstentions  
954 are neither “yeas” nor “nays” and shall not be counted as part of the vote of the  
955 commission. Commissioners who abstain from the consideration of a matter ~~because of~~  
956 ~~the appearance of a conflict~~ because of the potential of a conflict of interest or because  
957 of an actual conflict of interest shall be subject to rules pertaining to recusal described  
958 in Article II, Section 5.

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

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

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

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

(f) Unanimous consent. The commission may act by unanimous consent ~~when support for passage of an action is clearly unanimous~~ it is the presiding officer’s opinion that there is general approval for it among commissioners. In such cases “yeas” and “nays” need not be called for, provided the presider calls for objections and no objections are voiced. Actions taken by unanimous consent are decisions of the commission. The outcome of an action taken by unanimous consent shall be announced by the presider and shall be recorded in the minutes as taken “without objection.” A single objection to action by unanimous consent shall put the question to a voice vote, or, if requested by any commissioner, a roll-call vote.

~~3. [intentionally left blank]~~

4. Excusing absences. Those commissioners announced by the presider as excused shall be deemed excused by unanimous consent of the commissioners present provided there is no objection. Upon receipt of an objection to a commissioner’s status as excused or absent, the presider may correct his or her previous announcement. If there is a further objection or if there is any confusion as to the subject commissioner’s status as excused or absent, the presider shall put the question for approval to record the subject commissioner as excused.

5. Amendment of questions. Once a motion has been made or a requested action filed by virtue of its inclusion on an approved agenda, it shall be modified only by amendment. Any commissioner, including the presiding officer, may offer an amendment to a question that

1005 is subject to amendment. Amendments other than simple amendments to procedural  
1006 motions shall be offered in writing and their content repeated by the presiding officer prior  
1007 to taking a vote on the amendment as a subsidiary question.

1008  
1009 *Amendments filed in writing with the commission clerk at least 24 hours prior to the*  
1010 *convening of the public meeting during which they are intended to be offered shall*  
1011 *require a majority vote of the membership for passage. Amendments offered less than 24*  
1012 *hours prior to the convening of the public meeting during which they are intended to be*  
1013 *offered shall require a vote of two-thirds of the membership for passage.* [Pursuant to Gregoire's  
1014 Amendment 4]

1015  
1016 Amendments shall be subject to a vote for adoption. ~~Amendments that are not~~  
1017 ~~controversial and have clear unanimous support may be adopted by unanimous consent,~~  
1018 ~~provided they are submitted in writing and are repeated when the presiding officer~~  
1019 ~~announces the outcome of the vote.~~

1020  
1021 *An amendment may be adopted by unanimous consent pursuant to the voting procedures*  
1022 *of these bylaws provided the amendment is submitted in writing.* Amendments adopted  
1023 by unanimous consent shall be recorded in the minutes as adopted "without objection."  
1024 Amendments are subsidiary questions and shall be considered after acceptance of a motion  
1025 and second on the main question to which they are attached and shall be decided before  
1026 the vote on the main question.

1027  
1028 6. Resolutions.

1029  
1030 (a) The port commission shall take action by resolution for actions that are required by law  
1031 to be in resolution form; that repeal or amend actions previously taken by resolution;  
1032 that establish or revise policy directives or governance structures; or that are actions of  
1033 a legislative character, as defined by law and below.

1034  
1035 (b) Form of resolutions. Resolutions shall be consecutively numbered and shall include *the*  
1036 *following components:*

- 1037  
1038 (i) A title representative of the resolution's intent with reference to all prior  
1039 resolutions amended or repealed;  
1040 (ii) A preamble of "whereas" clauses stating the rationale for the action to be taken;  
1041 (iii) A "resolved" clause organized into sections as needed and asserting the proposed  
1042 action; and  
1043 (iv) A section indicating the date of public adoption with places to affix signatures and  
1044 the impression of the port seal.

1045  
1046 The commission clerk shall maintain a form for drafting of resolutions as approved for  
1047 use by legal counsel.

1048  
1049 (c) Matters of a legislative character. For the purposes of this section, "actions of a  
1050 legislative character" shall include interagency agreements requiring the corresponding

1051 governmental entity to adopt the interagency agreement by ordinance or take similar  
1052 legislative action ~~as required by law.~~

1053  
1054 (d) A resolution shall be introduced and adopted by separate votes on the introduction of  
1055 the resolution and the adoption of the resolution. No resolution shall be adopted on the  
1056 same day upon which it is introduced, except by unanimous consent of all  
1057 commissioners as described in these bylaws. Once a motion for introduction of a  
1058 resolution has been made or a resolution has been ~~introduced through~~ filed by its  
1059 inclusion on an approved agenda, it shall be modified only by amendment.  
1060 Commissioners may give their consent to adopt a resolution on the same day it is  
1061 introduced in person at the meeting during which final passage of the resolution is  
1062 sought or, in the case of commissioners absent from such meeting, by advance written  
1063 consent. Written consent for a vote on final passage of a resolution at the same  
1064 meeting as its first introduction shall include the resolution number or series of  
1065 numbers, a brief description of the resolution(s), the date of the meeting for which such  
1066 consent is given, and the name and signature or similar authentication of the  
1067 commissioner giving consent. Such written consent shall be included in the record of  
1068 the meeting for which the written consent concerning the resolution(s) is granted.

1069  
1070 (e) The commission clerk shall provide a form for the giving of consent to adoption of a  
1071 resolution on the same day it is introduced.

1072  
1073 (f) ~~The commission clerk shall maintain adopted resolutions pursuant to required retention~~  
1074 ~~schedules, shall provide for the numbering and indexing of resolutions by subject and~~  
1075 ~~date of adoption, and shall make all resolutions available for public review.~~  
1076 The commission clerk shall maintain records of adopted resolutions as described in  
1077 these bylaws.

1078  
1079 7. Written motions. Motions that are not procedural in nature shall be submitted in writing  
1080 for consideration by the commission. Written motions shall include action requests  
1081 submitted in a commission agenda memorandum and attached to an approved agenda;  
1082 ceremonial proclamations as described in Section 8 of this article; and amendments to main  
1083 questions documented on forms provided for that purpose. The commission clerk shall  
1084 keep a record of adopted formal motions of the Port of Seattle Commission, which shall be  
1085 sequentially numbered; shall include a brief title and text of the motion and may include a  
1086 statement in support of the motion; and shall be indexed and made available for public  
1087 review.

1088  
1089 8. Proclamations. The commission may from time to time take actions of a ceremonial nature  
1090 by proclamation. Adopted proclamations shall be signed by the commission president and  
1091 shall have the port seal affixed.

1092  
1093 9. Limitation on debate. As a board of less than twelve members, the Port of Seattle  
1094 Commission may allow any commissioner to speak multiple times on any subject under  
1095 consideration. Before a commissioner speaks twice on the same subject, the other  
1096 commissioners shall have an opportunity to speak on that subject in turn. A motion to limit



1097 debate may be made. The motion shall stipulate the amount of time to which  
1098 commissioner comment will be limited and requires a two-thirds vote for passage.  
1099

1100 10. Order and decorum. The presiding officer shall be responsible for maintaining order and  
1101 decorum during public meetings. Commissioners shall address motions and procedural  
1102 inquiries to the presiding officer and may address staff and guest presenters directly during  
1103 consideration of a particular matter, provided they have been recognized by the presider.  
1104 ~~Those speaking during consideration of any matter shall limit remarks~~ **All persons speaking**  
1105 **during consideration of any matter, including commissioners, staff, and members of the**  
1106 **public, shall limit remarks** [Pursuant to Amendment 17 based on Bowman/Felleman comments] to the matter at  
1107 hand, avoiding personalities, vulgarity, insults, inflammatory language, ~~comment about~~  
1108 ~~others' motives, criticism of past actions,~~ and other comments not germane to the  
1109 discussion of the matter at hand. During a public meeting or hearing, commissioners shall  
1110 refrain from engaging in dialog with speakers offering public comment, but may request  
1111 further information or consultation from the presiding officer or appropriate staff  
1112 representative on a topic raised during comment.  
1113

1114 11. Rules governing public comment.  
1115

1116 (a) Persons wishing to address the commission shall sign up to ~~testify~~ **comment** on lists  
1117 provided by the commission clerk and shall identify the specific agenda item or subject  
1118 to be addressed. Recorded comment and the identity of speakers shall be public  
1119 records subject to the disclosure requirements of Chapter 42.56 RCW. The names of  
1120 speakers shall be recorded in the minutes of the public meeting.  
1121

1122 (b) The time allotted for public oral comment shall be limited to a total of 45 minutes,  
1123 unless extended at the commission's discretion. The presiding officer may limit the time  
1124 allotted to each person, may limit the number of persons speaking on any topic, may  
1125 limit the time allotted to any topic, may limit oral comment to those with new  
1126 information to present, or may otherwise limit oral comment in the interest of order  
1127 and decorum, subject to the will of the commission.  
1128

1129 (c) Testimony related to a public hearing shall be heard during the corresponding public  
1130 hearing, which shall be listed on the day's agenda. The commission may accept further  
1131 oral public comment at other times on the agenda as deemed appropriate by consent  
1132 of a majority of the membership.  
1133

1134 (d) Persons providing oral public comment shall approach the podium or testimony table  
1135 when recognized by the presiding officer and shall use the microphones provided. Each  
1136 speaker shall repeat his or her name for the record, shall identify the agenda item or  
1137 subject to be addressed, and shall address remarks to the commission as a body.  
1138

1139 (e) Disruptions of commission public meetings are prohibited. Disruptions include but are  
1140 not limited to the following:  
1141

1142 (i) Refusal of a speaker to comply with the allotted time set for the individual speaker's

- 1143 public comment;
- 1144 (ii) Outbursts from members of the public who have not been recognized by the
- 1145 presiding officer for public comment;
- 1146 (iii) Delaying the orderly conduct or progress of the public comment period, including
- 1147 interfering with the testimony of others;
- 1148 (iv) Directing remarks to the audience;
- 1149 (v) Holding or placing of a banner or sign in the commission meeting room in a way that
- 1150 endangers others or obstructs the free flow of persons attending the commission
- 1151 meeting;
- 1152 (vi) Leaving the podium or testimony table to physically approach commissioners or
- 1153 staff during one's public comment, provided that speakers may offer written
- 1154 materials to the commission clerk for distribution before, during, or after their
- 1155 testimony to commissioners and may approach the commission clerk to ask
- 1156 questions or for direction;
- 1157 (vii) Any behavior that disrupts, disturbs, or otherwise impedes attendance at a
- 1158 commission public meeting.

1159

1160 (f) If a meeting is interrupted by a disruption as described in these bylaws so as to render

1161 the orderly conduct of the meeting not feasible, the presiding officer, **at the discretion**

1162 **of the commission,** <sup>[Pursuant to staff Amendment 13]</sup> may recess the meeting or adjourn the

1163 meeting to another location pursuant to the provisions of Article IV, Section 7, of these

1164 bylaws and may order the meeting room cleared. If a meeting is adjourned due to an

1165 ~~interruption~~ **disruption,** commissioners and staff shall leave the meeting room until the

1166 meeting is reconvened.

1167

1168 12. Questions for which objection requires offering of an amendment. As noted in these

1169 bylaws, the following are motions that are normally decided by unanimous consent and

1170 which require that objection be accompanied by the offering of an amendment to the main

1171 question:

1172

1173 (a) Approval of the agenda. The form for the question for approval of the agenda shall be

1174 put as a call for revisions to the preliminary agenda as proposed, followed by a brief

1175 pause. Objection shall take the form of an amendment to add to, remove from, or

1176 reorder items on the preliminary agenda.

1177

1178 (b) Excusing absences. The form for excusing absences shall be put as an announcement of

1179 those present, absent, and excused, followed by a brief pause. Objection shall take the

1180 form of an amendment to the presiding officer's announcement. **If a vote is taken on**

1181 **whether to record a commissioner as either excused or absent, the question shall be**

1182 **put as a request to show the commissioner "excused."**

1183

1184 (c) Approval of the minutes. Minutes typically shall be included on the unanimous consent

1185 calendar. When removed from the consent calendar for separate consideration, the

1186 question shall be on approval of the minutes as proposed and circulated to

1187 commissioners in advance. Objection shall take the form of the offering of an

1188 amendment to correct the record contained in the minutes as proposed. All

1189 commissioners present at the time of the vote to approve the minutes and any  
1190 amendments offered to the proposed minutes shall vote on the question put,  
1191 regardless of their presence or absence from the meeting for which the subject minutes  
1192 have been prepared.

1193  
1194 13. Questions requiring unanimous consent of all commissioners. As noted elsewhere in these  
1195 bylaws, the following motions require unanimous consent of the membership, whether  
1196 present or absent, and an objection has the effect of defeating the question:

- 1197  
1198 (a) *[intentionally left blank]*  
1199  
1200 (b) Motion to allow adoption of a resolution on the same day it is introduced, as described  
1201 in Article VI, Section 6.

1202  
1203 14. The waiver of any rule contained in these bylaws shall require either an affirmative vote of  
1204 two-thirds of those voting or the vote explicitly stipulated in these bylaws, whichever is  
1205 more restrictive.

1206  
1207

#### 1208 **Article VII – Amendment of Bylaws**

- 1209  
1210 1. Amendment by resolution. These bylaws may be amended by the commission at any  
1211 regular or special meeting by resolution duly adopted.  
1212  
1213 2. Publication. The commission clerk shall revise the bylaws to reflect amendments made  
1214 from time to time, shall record a history of revisions to the bylaws, shall make the bylaws  
1215 available for public review, and shall maintain an index to the content of the bylaws.  
1216  
1217 3. At least once every three years, the commission shall refer the bylaws to a governance an  
1218 appropriate committee for review and recommendation as to any needed revisions.