

**THE BYLAWS OF THE NORTHWEST SEAPORT ALLIANCE
MANAGING MEMBERS**

**ARTICLE I
PREAMBLE**

- 1. Definition:** These Bylaws shall constitute the rules governing the transaction of business by The Northwest Seaport Alliance Managing Members.

- 2. Entity & Managing Members:** The Northwest Seaport Alliance (“Alliance”) is a legally constituted Washington port development authority managed by two (2) duly elected Managing Members as defined below.
 - A. Managing Member---The Port of Seattle, a public port district operating under the laws of the state of Washington, acting in such capacity through its own elected commission
 - B. Managing Member--- The Port of Tacoma, a public port district operating under the laws of the state of Washington, acting in such capacity through its own elected commission
 - C. The Ports of Seattle and Tacoma are referred to as each “Homeport” or “Homeports” herein.

- 3. Public and Community Policy activities:**
 - A. Public and community policies and activities with respect to properties managed by the Alliance shall be the responsibility of the Homeports and not the Alliance.
 - B. The Alliance shall take official positions on policy and significant legislative issues only when the issue impacts the Alliance and only after:
 - a. The Managing Members have discussed the matter or matters in open session
 - b. The Managing Members have taken a unanimous position by quorum (3-2) of each Managing Member
 - C. Co-Presidents shall be the designated spokespersons for the Alliance.
 - D. Members of the commissions of each Managing Member shall have the right to

voice personal opinions that differ from those of the Alliance determined pursuant to Article I Section 3B above as long as they are stated as such.

ARTICLE II

ORGANIZATION AND DUTIES OF THE NORTHWEST SEAPORT ALLIANCE MANAGING MEMBERS

1. **Officers:** The Alliance Managing Member officers will be the following elected officers of the two Homeports so both Managing Members will have equal representation and responsibility:
 - A. the Homeport Presidents, who shall serve as Alliance Co- Chairs and
 - B. Co- -Secretaries,
2. **Selection of Officers:** Managing Member officers are selected using Home Port Bylaws and processes.
3. **Term:** The Alliance Officers' term shall be as stated in the Homeport Commission Bylaws of each Officer's Homeport and shall run until a successor is elected. However, whenever vacancies arise, they may be filled by the appropriate Homeport prior to the next Alliance meeting following the vacancy if possible
4. **Dual Purpose Vote:** In any meeting of the Managing Members, a single Managing Member may move to recess the Managing Members' meeting for the purpose of convening a special public meeting and vote by the port commission of that Managing Member; provided however, in such case, all appropriate prior public notice and posting requirements shall have been followed.
5. **Discussion.** Any Managing Member Commissioner shall have the right to question any individual on matters germane to the issue properly before the Alliance for discussion.
6. **Action Process.** All proceedings shall be by motion or resolution and recorded in the minutes.
7. **Audit Committee** –The Commission members of each Homeport Audit Committee shall function as the members of the Alliance Audit Committee supported by appropriate Alliance staff. The chairs of each Homeport Audit Committee shall function as the Joint Chairs of the Alliance Audit Committee.

ARTICLE III
DUTIES OF MANAGING MEMBER OFFICERS

1. Co-Chairs shall:

- Preside at all public and executive meetings of the Alliance.
- Act as spokespersons for the Alliance reflecting the views of the Managing Members after public discussion and a Managing Member vote establishing the Alliance's position.
- Preserve order and decorum at Alliance public and executive session meetings.
- Observe and enforce all rules adopted by the Managing Members.
- Decide all questions on order, in accordance with Alliance bylaws, subject to appeal by any Commissioner.
- Recognize individual Commissioners in the order in which they request the floor.
- Sign all resolutions, contracts, and other instruments as authorized by the Managing Members
- Rotate presiding responsibility, by simple rotation, whereby the Co-Chairs shall alternate meeting agenda management.

2. Co -Secretaries shall:

- Supervise the recording of the Alliance meeting minutes.
- Supervise staff in the retaining of a record of all Alliance motions and resolutions.
- Supervise the safekeeping of the seal and minute books.
- Discharge all duties assigned to the office by majority vote of the Managing Members.

ARTICLE IV MEETINGS

1. Regular Alliance meetings:

A. The regular meeting of the Alliance Managing Members shall be held at 8:00 AM on the first Tuesday of each month at alternating host Homeport locations (currently, the Port of Tacoma Fabulich Center in Fife, and Port of Seattle SeaTac Airport Conference Center and Pier 69 Port of Seattle Administrative Offices), or such other location determined by a unanimous vote of the Managing Members, except:

- i. If the Tuesday falls on a legal holiday or on the day before New Year' days.
- ii. The Managing Members, by a majority vote, may by motion recess from a meeting to a certain time set forth in the motion made therefore or may cancel a meeting

2. Adjournment or Continuation of a Regular or Special Meeting: Adjournment or continuation of a regular or special meeting shall be pursuant to notice as required by law.

3. Executive Sessions: Managing Members may consider matters in executive session for in accordance with the requirements of the Open Public Meetings Act (RCW 42.30.110) and other laws, as they now exist and as may be amended in the future.

4. Scheduling of Executive Sessions: Executive Sessions shall be either:

- Scheduled the same day as regular Alliance meetings, or.
- With respect to special executive sessions, such sessions may be scheduled with agreement of both Managing Member Co-Chairs or a quorum of both Managing Members.

5. Announcement of Executive Sessions. Before convening an Alliance executive session, one of the Alliance Co-Chairs shall publicly announce the purpose for the executive session, and the time when the executive session will be concluded.

4. Special meetings. Special public meetings may be called for any time either by

agreement of the Co-Chairs or by a quorum of members of each Managing Member, by delivering notice pursuant to RCW42.30.080 at least 24 hours in advance by personal or by electronic mail written notice to each Managing Member Commissioner; and to each local newspaper of general circulation and to each local radio or television station which has on file with the Managing Members a written request to be notified of such special meeting or of all special meetings.

The call and notice shall specify the time and place of the special meeting and all business to be transacted. Such notice shall also be posted on the Alliance website at least twenty-four (24) hours before the meeting. Final disposition shall not be taken on any other matter at such meeting by the Managing Members. Such written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the Secretary of the Alliance a written waiver of notice. Such waiver may be given by regular or electronic mail or facsimile transmittal. Such written or electronic notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The notices provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such a notice would make notice impractical and increase the likelihood of such injury or damage.

5. Hearings: (budget, study sessions, etc)

- A. **Hearings.** During consideration of the budget and other matters requiring hearings by the Managing Members, the public is invited to testify. Meeting notice for hearings will be so annotated.
- B. **Study Sessions.** Study Sessions may held as a Special meeting or in conjunction with a regular Alliance Managing Member meeting

6. Quorum: Three (3) Commissioners from each of the Managing Members shall constitute a quorum for the convening of a meeting. In the absence of a quorum, the Managing Members present may adjourn the meeting to a later date.

7. Absences: Any absence by a Commissioner from a meeting because of attendance to other Alliance or Homeport business shall be so recorded in the minutes of the meeting, and any such Alliance or Homeport related absence shall be automatically excused by the Managing Members.

8. Commissioner Participation. A Managing Member Commissioner who is physically absent may participate in live meeting deliberations by audio or video conference, provided that he or she has the ability to listen to or view the proceedings, and the Managing Member Commissioners and the public in attendance at the meeting have the ability to listen to or see the Commissioner. A Managing Member Commissioner may vote by audio or video conference only when he or she has been able to hear or see the entire agenda item. This provision is specifically intended to facilitate the presence of a quorum when three or more Commissioners of a Managing Member are not available to participate in person or to accommodate a Commissioner who may be traveling.

ARTICLE V **ORDER OF BUSINESS FOR MEETINGS & HEARINGS**

The order of business unless otherwise agreed to at the meeting shall be:

1. Call to Order
2. Executive Session (if needed), and if so, then Reconvene into public session
3. Flag Salute
4. Consent Agenda, to include Approval of minutes of prior meeting(s), voucher and check approval) and other matters determined by Alliance staff. Any Managing Member Commissioner may request that an item be removed from the Consent Agenda to be separately discussed and voted upon.
5. Agenda items in numerical order, including introduction, reading, and vote on resolutions or motions.
6. General business (including informal discussion items, announcements, comments and committee reports, which may be raised by any Managing Member Commissioner, and staff review items).
7. Public citizens' comment on General Business or other Alliance related matters.

8. Executive Session, (if necessary)¹
9. Adjournment.

NOTE: Public citizens may speak on any agenda item, at the time the matter is discussed by the Managing Members, or at the commencement of the meeting at the appropriate time for accepting general public comments, as determined by the Managing Members. Such persons must state their name and address, and confine such remarks to the matter under discussion. Such remarks shall be limited to three minutes.

ARTICLE VI **MOTIONS & RESOLUTION**

1. Alliance Managing Members shall transact business by motion or resolution which may be made by any Managing Member Commissioner in attendance, including any one of the Co-Chairs of the meeting.
2. Voting on all motions or resolutions shall be "yea" and "nay" and by the roll call vote, called in alphabetical order and the vote of each Managing Member Commissioner present recorded.
3. Approval by each Managing Member is defined as an affirmative vote of at least three of the five commissioners of such Managing Member, regardless of quorum.
4. Resolutions shall be numbered consecutively and the original copy of each resolution shall be kept in a book or books for such proposes, which shall be public records.
5. Except as the Managing Members shall otherwise approve, Managing Member proceedings shall generally follow Robert's Rules of Order, Revised (75th Anniversary Edition).
6. Each Resolution shall be presented at two meeting before a final vote is taken (first reading, followed by final vote at second meeting). If Managing Members

¹ Following an Executive Session, the public meeting shall be reconvened and the Managing Members may consider items discussed in Executive session.

unanimously consent - a resolution may be put on for final passage at the first same meeting at which it is introduced.

ARTICLE VII
MINUTES

1. All proceeding of the Alliance shall be made by motion or resolution recorded in a book or books kept for such purpose, which shall be public records.
2. When the Alliance Managing Members have approved the minutes of a meeting in accordance with ARTICLE V, the minutes, as approved, shall represent the sole, final, and considered determination of the Alliance Managing Members as to motions and resolutions set forth therein superseding all statements made by Commissioners at the meeting.
3. The Alliance staff shall be responsible for drafting, compiling and keeping minutes of Managing Member meetings.

ARTICLE VIII
ITEMS TO BE CONSIDERED - FILING NEW MATTERS

1. The CEO and the CEO's staff shall endeavor if possible to provide to the Alliance Managing Members all subjects to be considered at an Alliance meeting, including contracts, call for bids, and other items one week prior to regular Alliance public and executive session meetings, but in no event fewer than three (3) days before any Alliance meeting.
2. Each item shall have a written explanation and full briefing of all information necessary for a review and discussion of said business item.

ARTICLE IX
AMENDMENT OF BYLAWS

These Bylaws may be amended by the Alliance Managing Members by resolution duly adopted.

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