

1 **RESOLUTION NO. 3772**

2  
3 **A RESOLUTION** of the Port of Seattle Commission amending Resolution Nos. 3761,  
4 3742, 3744, and 3754, regarding bylaws governing the  
5 organization and transaction of business of the Port of  
6 Seattle Commission.

7  
8 **WHEREAS**, the voters of King County authorized and approved the formation of a port  
9 district co-extensive with King County to be known as the Port of Seattle in a special election on  
10 September 5, 1911; and

11  
12 **WHEREAS**, the Port of Seattle Commission is the legally constituted governing body of  
13 the Port of Seattle; and

14  
15 **WHEREAS**, Roberts Rules of Order, Newly Revised, continues to be the adopted  
16 parliamentary authority of the Port of Seattle Commission; and

17  
18 **WHEREAS**, the commission has decided to revise its bylaws to provide clarity, improve  
19 transparency, and better align its special procedural rules with the goals and priorities of the  
20 port commission;

21  
22 **NOW, THEREFORE, BE IT RESOLVED** by the Port Commission of the Port of Seattle as  
23 follows:

24  
25 **SECTION 1.**

26 The following substantive amendments to the commission’s bylaws are hereby adopted:

27  
28 Article III, Section 5. Insert a new subsection (h) as follows and renumber the remaining  
29 subsections:

30 *Travel Coordination. For the purpose of port policies on reimbursement of acceptable*  
31 *travel and business expenses, the president shall be responsible for administering all*  
32 *domestic and international travel of port commissioners. Administrative approval shall*  
33 *be in the form of a memorandum issued or revised in advance of the subject travel. It*  
34 *shall list the number of commissioners traveling and the dates and destinations of travel.*  
35 *The memorandum will apply to a range of dates and may be revised as necessary. An*  
36 *appropriate port official may be delegated administrative approval tasks related to*  
37 *travel reimbursement pursuant to the terms of the travel memorandum and port policy.*  
38 *Commissioners shall submit information about planned domestic and international*  
39 *travel to the president at least 14 days before the start of the trip. The president shall*  
40 *coordinate commissioner travel to ensure that travel opportunities are equitable and*  
41 *consistent with the interests of the Port of Seattle and individual commissioners.*

42 Article IV, Section 4(a). Amend the first, second, and fifth sentences to read as follows:  
43 Regular meetings of the Port of Seattle Commission shall be held on the second and  
44 fourth Tuesdays of every month except August and December. In August and December,  
45 regular meetings shall be held on the second and third Tuesdays.... The meeting held on  
46 the third Tuesdays of August and December shall be held at the conference center at  
47 Seattle-Tacoma International Airport, 17801 International Boulevard, Seattle,  
48 Washington.

49  
50 Article IV, Section 4(a). Amend the seventh sentence to read as follows:  
51 When an executive session is to be held, the regular meeting may convene at 10:30 a.m.  
52 ~~11:00 a.m.~~ and shall immediately recess to an executive session that shall be closed to  
53 the public, after which the public session shall reconvene at 12:00 noon.

54  
55 Article IV, Section 5(a). Delete “Executive Director’s Report” and insert instead the following:  
56 Reports of the Executive Director and Committees

57  
58 Article IV, Section 5(d). From the fifth sentence, amend the section to read as follows:  
59 Removal of an item from the consent calendar by a commissioner shall not require a vote  
60 of the other commissioners attending the meeting unless the proposal is to remove the  
61 item from the day’s agenda altogether. Any other amendments to the agenda shall be  
62 decided in the order moved, and shall require a second to be considered, and shall be  
63 decided by a vote of a majority of the membership. The approved agenda, including any  
64 successful amendments, shall constitute the specific order of the day. Upon approval of  
65 the agenda, ~~the~~ proposed motions requesting commission approval or authorization on  
66 ~~it~~ the agenda shall be considered filed with the commission clerk and, in the possession  
67 of the commission, and ~~these~~ shall not be withdrawn or amended prior to adoption except  
68 by the required a vote of a majority of the membership. Further changes to the approved  
69 agenda may be made later in the meeting and shall require a two-thirds vote for  
70 consideration. Final actions shall not be added to the agendas of special meetings at the  
71 time of approval of the agenda.

72  
73 Article IV, Section 5(e). Amend the subsection to read as follows:  
74 Reports of the Executive director and committees ~~’s report~~. The executive director may  
75 make a brief report and announcements to the commission on matters relevant to  
76 commission deliberations prior to consideration of the orders of the day. During the  
77 same order of business, committee staff liaisons or their delegates may report on recent  
78 committee activities.

79  
80 Article IV. Insert the following new Section 9:  
81 Study Sessions. Study sessions are special public meetings held for the purpose of close  
82 consideration and informal discussion of any matter by commissioners. These meetings  
83 are open to the public pursuant to law and these bylaws. Study sessions may be held  
84 without electronic recording or invitation of public comment, as appropriate to the  
85 subject matter. No final actions shall be taken at a meeting described as a study session

86 in its published notice under Chapter 42.30 RCW.

87  
88 Article IV. Insert the following new Section 10:

89 Public Hearings.

90 (a) Public hearings are defined by law and are characterized by an obligation to allow  
91 the public to testify on matters that may be legislative or quasi-judicial in nature.  
92 Public hearings shall be held when required by law and when required shall be  
93 held as part of a regular or special public meeting and shall be included on the  
94 meeting agenda.

95 (b) At the commission's discretion, special opportunities for public comment may be  
96 provided, even when a public hearing is not legally required. Such engagement to  
97 obtain public comment may be described on a meeting agenda as a "public  
98 hearing."

99 (c) The order for conducting any public hearing on matters requiring final action shall  
100 be as follows:

101 The matter to be considered shall be announced.

102 The presiding officer shall entertain a motion and second for  
103 consideration of the matter.

104 Prior to taking a vote, the presiding officer shall declare the public hearing  
105 open.

106 There may be a presentation on the matter and discussion by  
107 commissioners.

108 The presiding officer shall call for public testimony.

109 Following public testimony, there may be further discussion by  
110 commissioners.

111 The presiding officer shall declare the public hearing closed and proceed  
112 to the vote on final action.

113  
114 Article V, Section 2. After "adoption of a charter" insert the following:

115 informed by the commission's strategic priorities and workplans and  
116

117 Article V, Section 3. Insert after the last sentence the following:

118 Commissioners shall not serve more than two consecutive years on the same standing or  
119 special committee.

120  
121 Article V, Section 4. Amend the section to read as follows:

122 Standing committees. The charter for a standing committee shall be adopted by  
123 resolution, and adoption of such resolution shall add ~~such~~ the committee to the list of  
124 standing committees included in these bylaws. ~~Standing committees shall conduct their~~  
125 ~~business in meetings open to the public with notice provided pursuant to Chapter 42.30~~  
126 ~~RCW and the notice requirements of these bylaws.~~ The standing committees of the Port  
127 of Seattle Commission are the following: (a) Audit Committee  
128

129 Article V, Section 5. Amend the section as follows:

130 Special committees. Special committees are those committees established at any time  
131 by the commission ~~which~~ that have a limited purview and limited duration ~~of existence~~.  
132 The charter of a special committee shall be adopted by a commission order ~~formal~~  
133 ~~written motion~~ and shall include the ~~classes of~~ same kind of information ~~specified for~~  
134 ~~inclusion in any~~ prescribed for other committee charters ~~as described in~~ under these  
135 bylaws. A special committee legally empowered to act on behalf of the commission,  
136 conduct hearings, or take testimony or public comment shall conduct its business in  
137 meetings duly noticed and open to the public. ~~Special committees need not meet in~~  
138 ~~public session when their membership is less than a quorum of commissioners and they~~  
139 ~~are not legally authorized to act on behalf of the commission as described above.~~

141 Article V, Section 8. Amend the last sentence as follows:

142 The charter of a standing committee may require it to electronically record its  
143 deliberations ~~Unless prevented from doing so by extenuating circumstances, standing~~  
144 ~~committees shall record their deliberations electronically.~~

146 Article V. Insert the following new Section 9:

147 Workplans.

- 148 (a) Standing committees shall adopt annual workplans that list the activities or  
149 specific, measurable tasks by which the committee will implement its charter.  
150 Annual workplans shall be presented to the commission in public session prior to  
151 their adoption by a standing committee.  
152 (b) The work of special committees may be subject to workplans as described above  
153 adopted by the port commission, as needed. Because special committees have  
154 limited purview and duration, the scope defined in the committee's charter may  
155 be deemed sufficient.

157 Article VI, Section 4. Amend the first five sentences as follows:

158 Amendment of questions. Once a motion has been made or a requested action filed by  
159 ~~virtue of its inclusion on an approved agenda, it shall be modified~~ prior to adoption only  
160 by amendment. Any commissioner, including the presiding officer, may offer an  
161 amendment to a question that is subject to amendment. Amendments other than simple  
162 amendments to procedural motions shall be offered in writing and their content  
163 repeated by the presiding officer prior to taking a vote on the amendment as a subsidiary  
164 question. Amendments filed in writing with the commission clerk at least 24 hours prior  
165 to the convening of the public meeting during which they ~~are intended to~~ will be offered  
166 shall require a majority vote of the membership for passage. Amendments offered less  
167 than 24 hours prior to the convening of the public meeting during which they ~~are~~  
168 ~~intended to~~ will be offered shall require a vote of two-thirds of the membership for  
169 passage.

171 Article VI, Section 5(d). From the third sentence, amend the section to read as follows:

172 Once a motion for introduction of a resolution has been made or a resolution has been

173 filed by its inclusion on an approved agenda, it shall be modified *prior to adoption* only  
174 by amendment. Commissioners may give their consent to adopt a resolution on the  
175 same day it is introduced in person at the meeting during which final passage of the  
176 resolution is sought or, in the case of commissioners absent from such meeting, by  
177 advance written consent. Written consent for a vote on ~~final passage~~ *adoption* of a  
178 resolution at the same meeting as its ~~first~~ introduction shall include the resolution  
179 number or series of numbers, a brief description of the resolution(s), the date of the  
180 meeting for which such consent is given, and the name and signature or similar  
181 authentication of the commissioner giving consent. Such written consent shall be  
182 included in the record of the meeting ~~for which the written consent concerning the~~  
183 ~~resolution(s) is granted.~~

184  
185 Article VI, Section 6. Amend the section to read as follows:

186 ~~Written motions. Motions that are not procedural in nature shall be submitted in writing~~  
187 ~~for consideration by the commission. Written motions shall include action requests~~  
188 ~~submitted in a commission agenda memorandum and attached to an approved agenda;~~  
189 ~~ceremonial proclamations as described in Section 8 of this article; and amendments to~~  
190 ~~main questions documented on forms provided for that purpose.~~

191 Commission Orders. The commission may adopt formal, written motions known as  
192 "commission orders." Commission orders may address subjects of limited applicability or  
193 duration and shall not be used to adopt policy or governance direction of indefinite  
194 duration. Commission orders shall be used to adopt special committee charters as  
195 described in Article V. The commission clerk shall keep a record of adopted ~~formal~~  
196 ~~motions~~ commission orders of the Port of Seattle Commission, which shall be  
197 sequentially numbered; shall include a brief title and text of the ~~motion and~~ order; may  
198 include a statement in support of the ~~motion~~ order; and shall be indexed and made  
199 available for public review.

200  
201 Article VI, Section 2(b). Amend the subsection to read as follows:

202 Motion required. The commission shall transact its business only by motion made by any  
203 commissioner during a public meeting, including the presiding officer, ~~participating in a~~  
204 ~~public meeting~~. Motions shall be decided by the vote prescribed by law or these bylaws.  
205 The decision of the commission shall be announced by the presiding officer. Only actions  
206 in the form of a motion adopted by the required vote shall be binding ~~on the executive~~  
207 ~~director and staff of the Port of Seattle as actions or decisions of the port commission.~~  
208 Nonprocedural motions shall be submitted in writing for consideration by the commission.  
209 Motions of this kind shall include action requests submitted in a commission agenda  
210 memorandum and attached to an approved agenda; commission orders as described in  
211 Section 6 of this article; ceremonial proclamations as described in Section 8 of this article;  
212 and amendments to main questions documented on forms provided for that purpose.

213  
214 Article III, Section 8(d). Amend the last sentence as follows:

215 At a minimum, the commission clerk shall maintain indices of actions of the port  
216 commission contained in its minutes, and the subject matter of adopted resolutions,

217  
218

policy directives, and commission orders as described in Article VI, Section 6 other formal motions.

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219 Article III, Section 8(e). Amend the first sentence as follows:  
220 The commission clerk shall be the record holder and custodian of the commission's  
221 approved minutes, adopted resolutions, proclamations, commission orders ~~formal~~  
222 ~~motions~~, policy directives, and Delegation of Responsibility and Authority to the  
223 Executive Director (General Delegation of Authority).  
224

225 Article VI, Section 9. Amend the section to read as follows:  
226 Order and decorum. The presiding officer shall be responsible for maintaining order and  
227 decorum during public meetings. Commissioners shall address motions and procedural  
228 inquiries to the presiding officer and may address staff and guest presenters directly  
229 during consideration of a particular any matter, provided they have been recognized by  
230 the ~~presider~~ presiding officer. All persons speaking during consideration of any matter,  
231 including commissioners, staff, and members of the public, shall limit remarks to the  
232 matter at hand, ~~avoiding personalities, vulgarity~~ and shall refrain from reference to  
233 personal traits, insults, inflammatory language, threats, abusive or harassing behavior  
234 including but not limited to obscene language and gestures, and other nongermane  
235 comments and actions not germane to the discussion of the matter at hand. During a  
236 public meeting or hearing, commissioners shall refrain from engaging in dialog with  
237 speakers offering public comment but may request further information or consultation  
238 from the presiding officer or appropriate staff representative on a topic raised during  
239 comment.  
240

241 Article VI, Section 10(a). Insert the following after the first sentence:  
242 Comments shall be limited to topics related to the conduct of port business.  
243

244 Article VI, Section 10. Insert a new subsection (b) as follows and renumber the subsequent  
245 subsections:  
246 (b) Written materials related to public comment or submitted in lieu of public comment  
247 by persons not present at the meeting may be attached to the meeting record at the  
248 commission's discretion.  
249

250 Article VI, Section 10(b) [to be renumbered 10(b)]. Amend the first sentence as follows:  
251 The time allotted for public oral comment shall be limited to a total of 60 ~~45~~ minutes,  
252 unless extended at the commission's discretion.  
253

254 Article VI, Section 10(e) [to be renumbered 10(f)]. Insert new paragraphs (i) and (ii) as follows  
255 and renumber the subsequent paragraphs:  
256 (i) Refusal of a speaker to limit remarks to topics related to the conduct of port business;  
257 (ii) Threats and abusive or harassing behavior including but not limited to obscene  
258 language and gestures;  
259

260 Article VI, Section 10. After subsection (e) [to be renumbered (f)] insert a new subsection (g) as  
261 follows and renumber the subsequent subsections:  
262 (g) Warning and censure. If a meeting is interrupted by a disruption as provided in this

263 section, the presiding officer shall notify the speaker that the disruptive comments or  
264 actions are out of order and that further disruption will result in censure. Censure is  
265 applicable to the single meeting during which disruption occurs. Censure for a second  
266 disruption will result in a loss of speaking privileges or expulsion from the meeting,  
267 depending on the severity of the disruption. Censure for a third disruption will result in  
268 expulsion from the meeting. The presiding officer may use discretion in applying the  
269 degree of censure depending on the severity of a disruption, subject to the will of the  
270 commission.

271  
272 SECTION 2.

273 The following technical amendments to the commission's bylaws are hereby adopted:

274  
275 Article II, Section 2. Amend the first two sentences as follows:

276 The commission exercises port powers described by law and governs the Port of Seattle  
277 ~~only~~ when a quorum of its membership is assembled in a properly noticed public meeting  
278 and action is taken by the required vote. It is the right of the individual or the minority of  
279 commissioners to dissent from the will of the majority, just as and it is the right of the  
280 majority to act by whatever vote is needed for passage of a question.

281  
282 Article II, Section 5(b). Amend the second and third sentences as follows:

283 When recusing ~~themselves, commissioners~~ himself or herself, a commissioner shall  
284 announce the conflict or potential conflict of interest ~~or the potential conflict of interest~~  
285 prior to deliberation on the matter subject to recusal. Unless a recusing commissioner's  
286 presence ~~during a public meeting~~ is required in order to preserve a quorum, the  
287 commissioner shall leave the meeting room during consideration of business subject to  
288 the conflict issue and may return upon its completion.

289  
290 Article II, Section 6(a). Amend the last sentence as follows:

291 When a vacancy is due to resignation, ~~If the vacancy is created due to a commissioner~~  
292 ~~resigning his or her position,~~ the commission shall appoint a new commissioner within 90  
293 days of the resignation effective date ~~of the commissioner's resignation.~~

294  
295 Article II, Section 7. Amend the second sentence as follows:

296 No more than two commissioners shall serve on the same external board or commission  
297 at the same time ~~in order~~ to avoid creating a quorum of commissioners at the meetings  
298 of such a board or commission.

299  
300 Article III, Section 1. Amend the last sentence as follows:

301 Censure or removal from office ~~if a majority of the commissioners determine that an~~  
302 ~~officer should be censured or removed from office,~~ this decision shall require a vote of  
303 the majority of commissioners as prescribed by applicable law and these bylaws.

304  
305 Article III, Section 2. In the first sentence, before "meeting" insert: public  
306



307 Article III, Section 4(a). In the first sentence, delete “In the event that” and insert instead the  
308 following: When

309  
310 Article III, Section 5(f). In the last sentence, delete “in such a context”  
311

312 Article III, Section 5(g). In the first sentence, after “proclamations” insert: and resolutions  
313

314 Article III, Section 7. In the first sentence, delete “proper”  
315

316 Article III, Section 8(d). Amend the first and second sentences as follows:

317 The commission clerk shall ensure the collection and cataloguing of policy directives and  
318 ~~governance-related~~ resolutions of the Port of Seattle Commission and. ~~He or she~~ shall  
319 coordinate with the office of the port’s executive director to ensure that policies and  
320 procedures promulgated by the executive leadership of the port are regularly reviewed  
321 for conformity with such commission policy directives.  
322

323 Article III, Section 8(k). Amend the subsection as follows:

324 Parliamentarian. When questions of order arise, the presiding officer may consult the  
325 commission clerk ~~may advise the presiding officer at the officer’s discretion based on the~~  
326 commission’s rules of order and established parliamentary authority.  
327

328 Article IV, Section 2. Amend the second-to-last sentence after “advisory only” as follows:

329 and are not binding as ~~on the executive director or staff of the Port of Seattle in the same~~  
330 ~~manner as are actions or decisions of the port commission.~~  
331

332 Article IV, Section 5(g). Amend the first sentence as follows:

333 Items on the consent calendar shall include routine matters and actions considered by  
334 the president to have general consensus of all commissioners, including approval of the  
335 ~~minutes of prior meetings available for commission approval.~~ Resolutions may be  
336 included on the consent calendar for final adoption if they are routine and considered by  
337 the president to have general consensus of all commissioners, have already been  
338 introduced on a prior day, and do not require a public hearing or amendment.  
339

340 Article IV, Section 5(l). Delete “for adjournment”  
341

342 Article IV, Section 8(c). In the first sentence, before “other business” delete “the”

343 And in the fourth sentence, delete “immediately” and “scheduled”  
344

345 Article IV, Section 8(d). In the first sentence, before “other business” delete “the”  
346

347 Article V, Section 1. Amend the first and second sentences as follows:

348 The commission may ~~at any time~~ establish such standing or special committees at any  
349 time to aid in ~~as it deems necessary for the transaction of its~~ business. ~~Except as otherwise~~

350 ~~prescribed in these bylaws, t~~ The composition and leadership of committees shall be  
351 determined as provided elsewhere in this article ~~by the president.~~

352  
353 Article V, Section 1. In the second-to-last sentence, delete “scope of the work of the particular  
354 committee” and insert instead the following: committee’s scope

355  
356 Article V, Section 2(b). Delete “Whether” and insert instead the following: The extent to which

357  
358 Article V, Section 6. From the third sentence, amend the section to read as follows:  
359 If there is no standing or special committee of appropriate purview constituted for the  
360 ~~particular~~ policy matter, one shall be constituted by a charter adopted pursuant to the  
361 requirements of these bylaws. Such committee referral shall be made by the president or  
362 may be ordered by the commission by public action. Notwithstanding the timeline set in  
363 the committee’s charter for consideration and recommendation to the commission, the  
364 commission may, by a vote of a majority of its membership, discharge a committee from  
365 further consideration of a ~~particular~~ any matter. The motion to so discharge shall refer  
366 the matter to a different committee or place it on the agenda for commission  
367 consideration ~~at an appropriate time.~~

368  
369 Article VI, Section 2(a). Amend the subsection to read as follows:  
370 It shall be the responsibility of each commissioner to vote on all questions put for action.  
371 Commissioners may abstain for any stated reason and shall recuse themselves when  
372 appropriate ~~to do so~~ because of the potential of a conflict or potential conflict of interest  
373 ~~or because of an actual conflict of interest.~~ Commissioners shall announce their reasons  
374 for abstaining or recusing themselves from consideration of a matter pursuant to the  
375 requirements of these bylaws. Abstentions are neither “yeas” nor “nays” and shall not be  
376 counted as part of the vote of the commission. Commissioners who abstain from ~~the~~  
377 ~~consideration of a matter because of the potential of a conflict~~ or potential conflict of  
378 ~~interest or because of an actual conflict of interest~~ shall be subject to rules pertaining to  
379 recusal described in Article II, Section 5.

380  
381 Article VI, Section 2(f). In the first sentence delete “general approval for it” and insert instead the  
382 following: consensus

383  
384 Article VI, Section 3. Amend the third sentence to read as follows:  
385 If ~~there is a further objection or if there is any confusion as to~~ whether the commissioner is  
386 ~~the subject commissioner’s status as~~ excused or absent, the commission shall decide the  
387 attendance status. The question shall be ~~presider shall put the question~~ for approval to  
388 record the subject commissioner as excused.

389  
390 Article VI, Section 5(a). Delete “take action” and insert instead the following: act

391  
392 Article VI, Section 5(b)(i). Amend the paragraph as follows:

393 A title representative of the resolution’s intent with reference to all prior resolutions on  
394 the same subject amended or repealed;

395  
396 Article VI, Section 5(b)(ii). Delete “‘whereas’ clauses” and insert instead the following: recitals  
397 (“whereas” clauses)

398  
399 Article VI, Section 5(b)(iii). Delete “‘resolved’ clause” and insert instead the following: decision  
400 (“resolved”) clause similar to the enactment clause of a city ordinance,

401  
402 Article VI, Section 5(e). Delete “the giving of”

403  
404 Article VI, Section 10(e)(viii) [to be renumbered 10(f)(viii)]. Delete “that”

405  
406 Article VI, Section 10(f). [to be renumbered 10(h).] Amend the subsection to read as follows:  
407 If a meeting is interrupted by a disruption as provided in this section described in these  
408 ~~bylaws so as to render~~ that renders the orderly conduct of the meeting ~~not~~ infeasible, the  
409 presiding officer may recess or adjourn the meeting to another location and order the  
410 room cleared. Recess or adjournment by the presiding officer , ~~at the discretion of the~~  
411 ~~commission, may recess the meeting or adjourn the meeting to another location~~ shall be  
412 pursuant to the provisions of Article IV, Section 7, of these bylaws and shall be at the  
413 discretion of the commission ~~may order the meeting room cleared~~. If a meeting is  
414 adjourned due to a disruption, commissioners and staff shall leave the meeting room until  
415 the meeting is reconvened.

416  
417  
418 **ADOPTED** by the Port Commission of the Port of Seattle at a duly noticed public meeting  
419 thereof, held this \_\_\_\_\_ day of \_\_\_\_\_, 2020, and duly  
420 authenticated in open session by the signatures of the commissioners voting in favor thereof and  
421 the seal of the commission.

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433 Port of Seattle Commission