Item Number: <u>7c_attach</u>

Meeting Date: March 10, 2020

Port of Seattle Commission Bylaws Selected Committee Provisions

Audit Committee.

Each commissioner is required to serve at least a single one-year term on the Audit Committee before completing their fourth year in office [Article II, Section 8].

Committee Membership.

- 1. No more than two commissioners may serve on any committee [Article V, Section 1].
- 2. Both commissioner committee members must be present to establish a quorum of the committee [Article V, Section 1].
- 3. Non-commissioners may not vote and do not count toward quorum [Article V, Section 1].
- 4. Merely the receipt of reports, briefings, or testimony constitutes "action" [RCW 42.30.020(3)] and therefore requires the presence of a quorum; i.e., votes are not the only activity requiring quorum.
- 5. Policy directives and governance content must be reviewed by an appropriate committee [Article V, Section 6].
- 6. Robert's Rules of Order govern proceedings of the commission, and by extension, its committees [Article VI, Section 1].
- 7. Unassigned commissioners are discouraged from attending committee meetings due to commission quorum considerations [Article V, Section 7].
- 8. Nevertheless, there is a procedure for providing for the attendance of a third (or more) commissioner(s) at a committee [Article V, Section 7].
- 9. Committee membership is determined by consensus by the end of January each year [Article V, Section 3].
- 10. The commission president is the tie-breaker in assigning committee membership [Article V, Section 3].
- 11. Committees must keep records [Article V, Section 8].
- 12. Committees must have charters [Article V, Section 2] and their charters may include more restrictive requirements than the bylaws.