

42 **ADOPTED** by the Port Commission of the Port of Seattle at a duly noticed public meeting
43 thereof, held this _____ day of _____, 2020, and duly
44 authenticated in open session by the signatures of the commissioners voting in favor thereof and
45 the seal of the commission.

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Port of Seattle Commission

PORT of SEATTLE COMMISSION BYLAWS

Article I – Object

- 1. Founded in 1911 by a vote of the people as a special purpose government, the Port of Seattle’s mission is to promote economic opportunities and quality of life in the region by advancing trade, travel, commerce, and job creation in an equitable, accountable, and environmentally responsible manner. *(Res. 3761, §1, 2019; Res. 3742, 2017)*
- 2. These bylaws constitute the rules governing the transaction of business by the duly elected Port of Seattle Commission. Commissioners shall faithfully, ethically, and transparently perform all duties of office and shall abide by the principle that public service is a public trust. It is the goal of these bylaws to outline the transaction of business in a way that appropriately safeguards the rights of the majority, minority, and individual within the body politic of the Port of Seattle Commission. *(Res. 3742, 2017)*
- 3. *[Repealed by Resolution 3761, September 10, 2019]*

Article II – Commissioners

- 1. Membership. The Port of Seattle is led by a board of five commissioners elected by King County voters pursuant to the provisions of Chapter 53.12 RCW. 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 citizens of King County, and one another. *(Res. 3761, §3, 2019; Res. 3742, 2017)*
- 2. Collegiality. The commission exercises port powers described by law and 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 and** 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 body. *(Res. 3778, §2, 2020; Res. 3742, 2017)*
- 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

131 necessitates it. In addition to taking the oath of office required by statute, newly elected
132 commissioners may take their oaths of office in a public ceremony. Provided such
133 commissioners have already taken the oath in the manner required by applicable law, any
134 person may administer the oath during such a ceremony. (Res. 3742, 2017)
135

- 136 4. Transparency pledge. Annually, prior to the first public meeting of the year, each
137 commissioner shall execute the following transparency pledge:
138

139 As a duly elected Port of Seattle commissioner, I am responsible for ensuring that the
140 Port of Seattle, a public agency of the state of Washington, conducts its business in the
141 open in compliance with the state’s Open Public Meetings Act, Chapter 42.30 RCW.
142

143 In fulfillment of my duties to the commission as a body, and in recognition of my
144 responsibilities as an elected official serving the citizens of King County, I give my
145 personal commitment to fostering and maintaining a culture of accountability and
146 transparency within the commission, among Port of Seattle employees, and between
147 the Port of Seattle and the citizens of King County.
148

149 Therefore, I affirm my commitment to openly governing the Port of Seattle pursuant to
150 the Open Public Meetings Act and the state’s Public Records Act (Chapter 42.56 RCW).
151 As a commissioner, I will support and advance policies and practices that increase the
152 Port’s openness and accountability and expand citizen access to the port’s decision-
153 making consistent with the intent of the Open Public Meetings Act.
154

155 Signed this ____ day of ____, ____, for the term of January 1 through December 31,
156 ____ . Commissioner ____
157

158 (Res. 3742, 2017)
159

- 160 5. Ethical behavior, conflict of interest, recusal procedure.
161

162 (a) Commissioners shall uphold the standard of conduct reflected in the Port of Seattle
163 Statement of Values and further described in the Port of Seattle Code of Ethics and
164 Workplace Conduct and the Port of Seattle Code of Ethics for Port Commissioners.
165 Commissioners shall avoid conflicts of interest and the appearance of conflicts of interest
166 when performing their duties as port commissioners. Procedures related to alleged
167 misconduct and potential conflicts of interest are described in the Port of Seattle Code of
168 Ethics for Port Commissioners, implementation of which is ensured by the commission’s
169 officers and an independent Board of Ethics.
170

171 (b) If a potential or actual conflict of interest arises, commissioners shall resolve the conflict
172 pursuant to the requirements of the Code of Ethics for Port Commissioners, including
173 when necessary, recusing themselves from any consideration and voting upon the issue
174 that creates the conflict. When recusing ~~themselves, commissioners~~ ~~himself or herself, a~~
175 ~~commissioner~~ shall announce the conflict or potential conflict of interest ~~or the potential~~
176 ~~conflict of interest~~ prior to deliberation on the matter subject to recusal. Unless a

177 recusing commissioner's presence ~~during a public meeting~~ is required ~~in order~~ to
178 preserve a quorum, the commissioner shall leave the meeting room during consideration
179 of business subject to the conflict ~~issue~~ and may return upon its completion. ~~Abstention~~
180 ~~from voting does not presume recusal, and is described further in Article VI, Section 2.~~

181
182 (Res. 3778, §2, 2020; Res. 3742, 2017)

183
184 6. Vacancy in office.

185
186 (a) A vacancy in the office of port commissioner may occur as provided in Chapter 42.12 RCW
187 or by the port commissioner's nonattendance at meetings of the port commission for a
188 period of 60 days unless the commissioner is excused by the port commission. In the
189 event a vacancy in the office of port commissioner occurs, such vacancy shall be filled in
190 accordance with RCW 53.12.140 pursuant to Chapter 42.12 RCW and other applicable
191 law. The remaining commissioners shall fill the vacancy by appointment no later than 90
192 days after the creation of the vacancy. ~~When a vacancy is due to resignation, if the~~
193 ~~vacancy is created due to a commissioner resigning his or her position,~~ the commission
194 shall appoint a new commissioner within 90 days of the resignation effective date ~~of the~~
195 ~~commissioner's resignation.~~

196
197 (b) Solicitation of applications. Within five business days after receiving notice of a vacancy or
198 the creation of a vacancy, the commission shall solicit applications to fill the vacancy by
199 issuing a press release and posting a request for applications on the Port of Seattle website.
200 Applications shall be solicited from citizens in King County interested in being considered for
201 the appointment. All applications for the appointment shall be submitted to the port
202 commission by the deadline noted in the commission's request for applications.

203
204 (c) Review and selection of candidates. The commission shall review the applications and
205 shall obtain background investigations of the applicants. The commission may conduct
206 interviews in public of the most qualified candidates. The commission shall fill the
207 vacancy by selecting one candidate by majority vote of its membership in a public
208 meeting.

209
210 (d) Vacancy in office of three or more commissioners. When a majority of the commissioner
211 positions fixed by law are vacant, the provisions of RCW 42.12.070 and applicable law
212 shall govern the filling of the vacancies.

213
214 (e) Appointment until the next election. As provided in Chapter 29A.24 RCW, each person
215 appointed to serve in the office of commissioner shall serve until a qualified person is
216 elected at the next election at which a member of the governing body normally would be
217 elected. The person elected shall take office immediately and serve the remainder of the
218 unexpired term.

219
220 (Res. 3778, §2, 2020; Res. 3742, 2017)

221
222 7. Outside boards and commissions. Commissioners may serve on external port-related boards

223 and commissions. No more than two commissioners shall serve on the same external board
224 or commission at the same time ~~in order~~ to avoid creating a quorum of commissioners at the
225 meetings of such a board or commission. The commission shall consider the following factors
226 when determining participation and length of service for commissioners on external boards
227 and commissions:

- 228
- 229 (a) The membership and office-holding requirements of the external boards in question;
- 230
- 231 (b) The interests of individual commissioners in serving on various external boards; and
- 232
- 233 (c) Whether the port commission is adequately represented on the external boards and
- 234 commissions needed to effectively advocate for the interests of the Port of Seattle.

235 *(Res. 3778, §2, 2020; Res. 3742, 2017)*

- 236
- 237
- 238 8. All commissioners shall serve at least one, one-year term on the commission's audit
- 239 committee prior to the completion of their fourth year in office. The audit committee
- 240 participates directly in the oversight and review of the performance of the internal audit
- 241 director in accordance with policy directives related to Port of Seattle salaries and benefits.
- 242 In consultation with the audit committee, the audit committee chair shall contribute to the
- 243 executive director's performance review of the internal audit director. *(Res. 3752, §1, 2018;*
- 244 *Res. 3744, §1, 2018; Res. 3742, 2017)*
- 245
- 246 9. Oversight and review of the executive director. As a body, the commission provides oversight
- 247 and review of the performance of the executive director in accordance with the executive
- 248 director's employment agreement. *(Res. 3742, 2017)*
- 249
- 250 10. Review of staff reporting to both the commission and the executive director (dual reports).
- 251 In addition to oversight of the executive director and direct reports of the office of the
- 252 commission, the commission as a body provides input to the executive director in executive
- 253 session regarding the performance of those employees who report directly to the executive
- 254 director. In particular, the commission as a body provides review of the general counsel and
- 255 external relations senior director, who report dually to the commission and the executive
- 256 director. *(Res. 3752, §1, 2018; Res. 3742, 2017)*

257

258

259 **Article III – Officers**

- 260
- 261 1. All officers shall serve at the pleasure of the Port of Seattle Commission and shall carry out
- 262 the responsibilities described in these bylaws. Commission officers may be censured or
- 263 removed from office at any public meeting of the port commission legally convened in
- 264 accordance with applicable laws and these bylaws. The Code of Ethics for Port
- 265 Commissioners shall identify the procedures for addressing complaints of misconduct, abuse
- 266 of authority, and neglect of the duties of office by officers. ~~*Censure or removal from office if*~~
- 267 ~~*a majority of the commissioners determine that an officer should be censured or removed*~~
- 268 ~~*from office, this decision*~~ shall require a vote of the majority of commissioners as prescribed

- 269 by applicable law and these bylaws. (Res. 3778, §2, 2020; Res. 3742, 2017)
270
- 271 2. Election. At the first public meeting of each calendar year, the commission shall elect a
272 president, vice president, and secretary. (Res. 3778, §2, 2020; Res. 3754, §2, 2019; Res. 3742,
273 2017)
274
- 275 3. Term of office. An officer's term shall run from the date of election until the end of the
276 calendar year. (Res. 3742, 2017)
277
- 278 4. Commission officer vacancy.
279
- 280 (a) ~~In the event that~~ When a commission officer resigns or is removed from the office of
281 president, vice president, or secretary, a commissioner may be selected to serve out the
282 officer's uncompleted term and shall so serve until the end of the calendar year. When
283 such vacancies arise, they may be filled at any regular or special meeting of the
284 commission. During the temporary absence of any commission officer, the officer next in
285 line shall assume all prescribed duties of the absent officer in an acting capacity in the
286 following order of succession, provided that this order of succession does not apply to
287 meetings of committees composed of fewer than a quorum of the port commission:
288
- 289 (b) In the physical absence of the president, the vice president temporarily shall assume all
290 prescribed duties of the president under Article III, Section 5.
291
- 292 (c) In the physical absence of the vice president, the secretary temporarily shall assume all
293 prescribed duties of the vice president under Article III, Section 6.
294
- 295 (d) In the physical absence of both the president and vice president, the secretary temporarily
296 shall assume all prescribed duties of the president under Article III, Section 5.
297
- 298 (Res. 3778, §2, 2020; Res. 3754, §3, 2019; Res. 3742, 2017)
299
- 300 5. Duties of the president.
301
- 302 (a) Order and decorum. The president shall preside over all public meetings and executive
303 sessions of the Port of Seattle Commission and shall be responsible for maintaining order
304 and decorum in accordance with the provisions of these bylaws.
305
- 306 (b) Preliminary agenda. The president shall authorize the formation of the commission's
307 preliminary public meeting agenda and shall propose the agenda for commission
308 approval on the day of the meeting in the appropriate order of business.
309
- 310 (c) Notice of meetings. The president shall authorize the issuance of such legal notices of
311 public meetings as may be required by law and these bylaws.
312
- 313 (d) Oversight of the office of the commission. In consultation with the commission, the
314 president shall provide oversight and review of the performance of the commission chief

315 of staff. The commission chief of staff shall be responsible for the organization and
316 management of the office of the commission. The commission chief of staff shall consult
317 with the commission regarding the performance evaluation, hiring, and firing of staff of
318 the office of the commission.

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

325
326 (f) Commission spokesperson. The president shall be the spokesperson for the commission
327 in expressing views held collectively by the Port of Seattle Commission that have been
328 established by action taken in public session or that are consistent with the policies,
329 statements, and actions of the port commission. The president may delegate this role on
330 a case-by-case basis. The president shall make reasonable efforts to consult with another
331 commissioner prior to making public statements on behalf of the commission. When the
332 president expresses his or her own individual opinions, he or she shall refrain from using
333 the title of commission president ~~in such a context~~. In an effort to keep the president
334 informed in the role of commission spokesperson, commissioners are requested to
335 forward a courtesy copy of individual commissioners' media publications to the president
336 24 hours prior to issuance by the member. Members' media publications shall reflect that
337 views expressed therein are the sole views of the individual commission member and are
338 not representative of the views of the Port of Seattle Commission, unless the media
339 publication is approved and sanctioned by the full commission prior to publication. This
340 provision does not apply to media publications issued in a personal capacity and not
341 purported to be written by a member of the port commission in their public capacity.

342
343 (g) Signature of instruments. On behalf of the commission, the president shall sign all
344 proclamations and resolutions adopted in public session. The president shall execute all
345 agreements required in the normal course of fulfilling his or her duties. The president
346 shall sign all official correspondence and other instruments on behalf of the commission
347 that are consistent with the opinions or policy direction of the commission established
348 by public action.

349
350 (h) Travel Coordination. Port Policy No. AC-2 requires that all domestic travel, as defined by
351 the policy, be authorized by the Port Commission President. All international travel is
352 approved by the full commission in an open public meeting.

353
354 Domestic travel approval shall be administratively authorized by official notification from
355 the president of the approval. If changes to travel requests occur, the request shall be
356 revised by a commissioner and re-submitted to the president for re-approval in advance
357 of any requested domestic travel. The request for travel shall include the number of
358 commissioners traveling (if applicable), the port-related reason for travel, and the dates
359 and destination of travel. Commissioners shall submit requests for domestic travel to the
360 president for review at least 14 days before the travel departure date, unless scheduling

361 considerations require submission later than 14 days. Travel to British Columbia, Canada,
362 is treated as domestic travel for the purposes of this policy.

363
364 Approval of international travel shall be authorized by formal action of the commission.
365 The authorizing commission memorandum shall detail the number of commissioners
366 traveling (if applicable), the port-related reason for travel, and the dates and destination
367 of travel. International travel requests shall be submitted to the commission office 21
368 days in advance of each calendar quarter (January, April, July, October). Travel change
369 requests for previously approved international travel shall again be put before the full
370 commission for review and action.

371
372 Commissioners not receiving advanced travel authorization for international travel shall
373 report to the full commission regarding the purpose of their travel, dates of travel,
374 location of travel, benefit received by the port through the travel, and shall seek majority
375 approval of the post-travel authorization in order to submit claims for travel expense
376 reimbursement.

377
378 For both domestic and international travel, approving authority shall review travel
379 requests of commissioners to ensure travel opportunities are equitable to all members
380 and are consistent with the interests of the Port. An appropriate port employee may be
381 delegated the responsibility of processing travel reimbursements associated with
382 domestic and international travel of commissioners.

383
384 (i)(h) Coordination of the commission office budget. The chief of staff shall work with
385 members of the commission to identify member budget priorities and requests. The
386 president of the commission shall review the commission office budget proposal of the
387 chief of staff and consult with members of the commission regarding the proposal and
388 their priorities as needed.

389
390 (j) Other duties of the president. The president shall perform other duties incidental to the
391 office of the president, as established from time to time by the commission.

392
393 (Res. 3778, §§1 and 2, 2020; Res. 3742, 2017)

394
395 6. Duties of the vice president.

396
397 (a) *[Repealed by Resolution 3754, January 8, 2019]*

398
399 (b) *[Repealed by Resolution 3744, January 30, 2018]*

400
401 (c) As described in Section 4 above, in the physical absence of the president, the vice
402 president temporarily shall assume all prescribed duties of the president under Article III,
403 Section 5.

404
405 (d) Other duties of the vice president. The vice president shall perform other duties incidental to
406 the office of the vice president, as established from time to time by the commission.

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(Res. 3754, §1, 2019; Res. 3744, §1, 2018; Res. 3742, 2017)

7. Duties of the secretary.

- (a) The secretary shall oversee the ~~proper~~ recording of official actions of the Port of Seattle Commission and shall oversee the distribution, retention, and disposition of such records as described in these bylaws. To carry out this responsibility, the secretary shall coordinate with a commission clerk. The secretary shall present minutes for approval to the commission and shall attest to the authenticity of approved minutes by signature. When the secretary is physically absent, the presiding officer shall so attest.
- (b) Other duties of the secretary. The secretary shall perform other duties incidental to the office of the secretary, as established from time to time by the commission.

(Res. 3778, §2, 2020; Res. 3742, 2017)

8. Duties of the commission clerk.

- (a) ~~There shall be a~~ staff position ~~to~~ shall perform the duties of a commission clerk. The commission clerk shall be supervised by the commission chief of staff. The work of the commission clerk shall support the secretary as the officer responsible for overseeing the recording of actions of the Port of Seattle Commission.
- (b) Legal notices. Subject to authorization of the president, as described in Section 5, the commission clerk shall ensure the posting, distribution, retention, and disposition of port commission public meeting notices, as may be required by law and these bylaws.
- (c) Minutes. The commission clerk shall ensure the recording, distribution, retention, and disposition of records of the official actions of the Port of Seattle Commission in accordance with applicable law and best practices.
- (d) Catalogs and indices. The commission clerk shall ensure the collection and cataloguing of policy directives and ~~governance-related~~ resolutions of the Port of Seattle Commission and -He or she shall coordinate with the office of the port’s executive director to ensure that policies and procedures promulgated by ~~the~~ executive leadership ~~of the port~~ are regularly reviewed for conformity with such commission policy directives. The commission clerk shall maintain such indices of the records of the port commission as are considered appropriate to accommodate the normal course of business. At a minimum, the commission clerk shall maintain indices of actions of the port commission contained in its minutes, and the subject matter of adopted resolutions, policy directives, and ~~other formal motions~~ commission orders as described in Article VI, Section 6.
- (e) Record holder. The commission clerk shall be the record holder and custodian of the commission’s approved minutes, adopted resolutions, proclamations, commission orders ~~formal motions~~, policy directives, and Delegation of Responsibility and Authority to the

453 Executive Director (General Delegation of Authority). The commission clerk also shall be
454 the record holder of certificates of election of port commissioners, commission
455 transparency pledges, lists of commissioner assignments to commission committees and
456 external boards and commissions, and secondary copies of commissioner oaths of office,
457 which shall be recorded with the King County recorder's office.

458
459 (f) Port seal. The commission clerk shall be the custodian of the official Seal of the Port of
460 Seattle and shall affix its impression on official instruments whenever required.

461
462 (g) Administration of oaths. The commission clerk shall be the ordinary administrator of the
463 oath of office for newly elected port commissioners within the manner required pursuant
464 to RCW 29A.60.280, shall ensure the recording of such oaths with the King County
465 Recorder's Office, and shall provide other notarial services as required in the regular
466 course of business. If the commission clerk is not available to administer the oath of office
467 during the time period required pursuant to RCW 29A.60.280 or other law, another
468 official authorized to administer oaths pursuant to Chapter 5.28 RCW may administer the
469 oath, a copy of which shall be provided to the commission clerk for submission to the
470 recorder's office. The provisions of this section are intended to ensure compliance with
471 legal requirements and do not preclude additional public oath-of-office ceremonies.

472
473 (h) Notice of adjournment. When circumstances prevent assembly of a quorum of port
474 commissioners at the scheduled place or time, the commission clerk shall call the
475 scheduled meeting to order exclusively for the purpose of adjourning to another time or
476 location and shall ensure the posting of a notice of adjournment as described elsewhere
477 in these bylaws.

478
479 (i) Public comment. When the public is invited to comment pursuant to the provisions of
480 law or these bylaws, the commission clerk shall assemble a list of speakers.

481
482 (j) Roll-call votes. When a vote by roll call is required pursuant to the rules of order, the
483 commission clerk shall call the roll, announce the result to the presiding officer, and
484 record the votes so cast. The presiding officer shall announce the decision of the
485 commission on any motion.

486
487 (k) Parliamentarian. When questions of order arise, the presiding officer may consult the
488 commission clerk ~~may advise the presiding officer at the officer's discretion based~~ on the
489 commission's rules of order and established parliamentary authority.

490
491 (l) Other duties of the clerk. The commission clerk shall perform other duties consistent with
492 the responsibilities of a municipal clerk, as may be required from time to time.

493
494 (m) Delegation of duties. The duties of the commission clerk may be performed on a
495 temporary basis by a deputy commission clerk or suitable delegate, as circumstances
496 require.

497 (Res. 3778, §§1 and 2, 2020; Res. 3742, 2017)

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Article IV – Meetings

1. Public meetings.

(a) All meetings of a quorum of port commissioners shall be open to the public as required by law and these bylaws; provided deliberations may be closed to the public pursuant to the exemptions provided for explicitly in state law and in accordance with the procedures required by statute and these bylaws.

(b) Record of proceedings. A record of all actions of the port commission taken during its public meetings shall be kept by the commission clerk and shall be made available to the public in the form of minutes approved by the port commission. When the commission has approved the minutes of a meeting, the minutes so approved shall represent the sole, final, and considered determination of the commission as to the actions contained therein, superseding all statements made by commissioners at the meeting. Unless prevented by extenuating circumstances, regular meetings shall, and special meetings may, be recorded electronically.

(Res. 3742, 2017)

2. Quorum. A majority of the persons holding the office of port commissioner at any time shall constitute a quorum of the port commission for the transaction of business. No business of the port commission shall be transacted unless there are in office at least a majority of the full number of commissioners fixed by law. No action defined by statute as the transaction of the official business of a public agency shall occur in the absence of a quorum. In the absence of a quorum, individual commissioners may participate in informational presentations. Such presentations are not deliberations of the Port of Seattle Commission, and comments made by individual commissioners in the absence of a quorum are advisory only and are not binding ~~as on the executive director or staff of the Port of Seattle in the same manner as are actions or~~ decisions of the port commission. In the event a public meeting is interrupted by the loss of a quorum of commissioners, the presiding officer shall announce that the commission meeting has been adjourned or recessed due to the absence of a quorum before continuing with further informational presentations. *(Res. 3778, §2, 2020; Res. 3742, 2017)*

3. Absences.

(a) The failure of a port commissioner to attend port commission meetings for a period of 60 days, unless excused by the commission, shall constitute a vacancy in office as described in RCW 53.12.140. If a port commissioner is absent from port commission meetings in order to attend to other port business, such absences shall be deemed excused. Absences shall be noted in the meeting minutes as either “excused” or “absent.”

(b) Remote participation. Commissioners shall attend public meetings of the Port of Seattle Commission in person unless prevented from doing so by extenuating circumstances.

545 Commissioners who are unable to attend in person may participate in meeting
546 deliberations electronically or by telephone, provided the commissioner can interact in
547 the deliberations and can be heard by the other commissioners and others attending the
548 meeting. Commissioners participating in a meeting remotely shall be counted for
549 purposes of establishing a quorum and shall vote on all matters put for a decision during
550 the meeting. ~~Except in cases of special meetings called to deal with an emergency~~
551 ~~involving injury or damage to persons or property or the likelihood of such injury or~~
552 ~~damage as described in RCW 42.30.080, a~~ At least one commissioner shall be physically
553 present to preside over a public meeting when other commissioners are participating
554 electronically or by telephone, ~~except in cases of special meetings called to deal with an~~
555 ~~emergency involving injury or damage to persons or property or the likelihood of such~~
556 ~~injury or damage, as described in RCW 42.30.080.~~

557
558 (Res. 3742, 2017)

559
560 4. Regular meetings.

561
562 (a) Date, place, and time. Regular meetings of the Port of Seattle Commission shall be held
563 on the second and fourth Tuesdays of every month except ~~August, November, and~~
564 December. In ~~August, November, and~~ December, regular meetings shall be held on the
565 second and third Tuesdays. The meeting ~~held~~ on the second Tuesday of the month shall
566 be held at port headquarters at Pier 69, 2711 Alaskan Way, Seattle, Washington. ~~When a~~
567 ~~regular meetings is held~~ on the fourth Tuesday of the month, ~~it~~ shall be held at the
568 conference center at Seattle-Tacoma International Airport, 17801 International
569 Boulevard, Seattle, Washington. The meeting held on the third Tuesday~~s~~ of ~~August,~~
570 ~~November, and~~ December shall be held at the conference center at Seattle-Tacoma
571 International Airport, 17801 International Boulevard, Seattle, Washington. Regular public
572 meetings shall be convened at 12:00 noon. When an executive session is to be held, the
573 regular meeting may convene at ~~10:30 a.m. 11:00 a.m.~~ and shall immediately recess to
574 an executive session that shall be closed to the public, after which the public session shall
575 reconvene at 12:00 noon. When a regular meeting falls on a holiday, such regular meeting
576 shall be rescheduled as soon as possible thereafter. Regular public meetings held
577 pursuant to the schedule described in this section shall not require additional publication
578 of notice; however, notice similar to that provided for special meetings may be provided
579 for regular meetings.

580
581 (b) Cancellation. Regular or special meetings may be cancelled by authorization of the
582 president or by written request of a majority of the membership of the commission. Such
583 a request shall be provided to the president and the commission clerk at least 25 hours in
584 advance of the scheduled convening time of the meeting to be cancelled. The commission
585 clerk shall issue notice of such cancellations no later than 24 hours in advance of the
586 scheduled convening time pursuant to the same procedures required for notice of special
587 meetings. Meetings requiring cancellation less than 24 hours in advance of the scheduled
588 convening time due to extenuating circumstances shall be convened at the scheduled time
589 and immediately adjourned as otherwise provided for in this section.

590

591 (Res. 3778, §1, 2020; Res. 3742, 2017)

592

593 5. Order of business for regular meetings.

594

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

597

598 Call to Order

599 Executive Session

600 Approval of the Agenda

601 Special Orders of the Day

602 Executive Director's Report

603 Committee Reports

604 Public Comment

605 ~~Unanimous~~ Consent Agenda Calendar

606 Items Removed from the Consent Agenda

607 Special Orders

608 ~~Authorizations and Final Actions~~

609 Unfinished Business

610 New Business

611 Presentations, and Staff Reports, ~~and Staff Briefings~~

612 Questions on Referral to Committee and Closing Comments

613 Adjournment

614

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

621

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

627

628 (d) Approval of the agenda. Following convening of the public session of a meeting using the
629 regular order of business, the presiding officer shall call for approval of the ~~day's~~ agenda
630 by putting the question for the revision of the proposed agenda. If any commissioner
631 objects to the day's agenda, the commissioner shall offer an amendment to add to,
632 remove from, or reorder items on the preliminary agenda. If there are no amendments
633 offered for the day's agenda, the proposed agenda shall be deemed approved without
634 objection. Any commissioner present at the time of approval of the agenda may remove
635 an item from the consent agenda calendar for separate consideration and vote. Removal
636 of an item from the consent agenda calendar by a commissioner shall not require a vote

637 ~~of the other commissioners attending the meeting~~ unless the proposal is to remove the
638 item from the day's agenda altogether. Any other amendments to the agenda shall be
639 decided in the order moved, ~~and~~ shall require a second to be considered, and shall be
640 decided by a vote of a majority of the membership. The approved agenda, including any
641 successful amendments, shall constitute the specific order of the day. Upon approval of
642 the agenda, ~~the~~ proposed motions ~~requesting commission approval or authorization on~~
643 ~~it the agenda~~ shall be considered filed with the commission clerk ~~and,~~ in the possession
644 of the commission, and ~~these~~ shall not be withdrawn or amended prior to adoption
645 except by the required ~~a~~ vote ~~of a majority of the membership.~~ Further changes to the
646 approved agenda may be made later in the meeting and shall require a two-thirds vote
647 ~~for consideration.~~ Final actions shall not be added to the agendas of special meetings at
648 the time of approval of the agenda.

649
650 (e) Special Orders of the Day. Items that are ceremonial, or otherwise special in nature.
651 Examples of Specials Orders of the Day include but are not limited to: presentation of
652 proclamations; appointment of officers; appointment of committee members; swearing
653 in of newly elected commissioners; stakeholder engagement sessions; policy
654 roundtables; or any actions the commission chooses to take up at a special time on its
655 agenda.

656
657 ~~(e)~~ (f) Executive director's report. The executive director may make a brief report and
658 announcements to the commission on matters relevant to commission deliberations
659 prior to consideration of the orders of the day.

660
661 (g) Committee Reports. The Commission Policy Manager, or designee, may provide
662 committee updates, reports, and recommendations at this time. Members of the
663 commission may also provide reports of their participation on regional committees at this
664 time, as the need arises.

665
666 ~~(f)~~ (h) Public comment. The commission may accept public comment at a regular or special
667 meeting and shall accept public testimony during public hearings and at other times as
668 required by law. Submission of written comment to the commission shall be encouraged.

669
670 ~~(g)~~ (i) ~~Unanimous Consent Agenda calendar.~~ Items on the consent agenda calendar shall
671 include routine matters and actions considered by the president to have ~~general~~
672 consensus of all commissioners, including approval of the minutes ~~of prior meetings~~
673 ~~available for commission approval.~~ Resolutions may be included on the consent agenda
674 calendar for final adoption if they are routine and considered by the president to have
675 ~~general~~ consensus of all commissioners, have already been introduced on a prior day,
676 and do not require a public hearing or amendment. Items on the consent agenda
677 calendar shall not be subject to discussion or debate and shall be decided by a single vote.
678 Any commissioner present at the time of consideration of approval of the agenda may
679 request removal of an item from the ~~unanimous~~ consent agenda calendar for separate
680 consideration and vote. Items removed from the consent agenda calendar ~~for separate~~
681 ~~consideration and vote~~ shall be taken up immediately after passage of the consent
682 agenda. The minutes of each meeting will detail items removed from the consent agenda

683 under the separate subheading “Items Removed from the Consent Agenda” to show
684 clearly where the items were discussed and the disposition of those items. ~~become special~~
685 ~~orders for the day and shall be taken up following those items previously scheduled for~~
686 ~~consideration as special orders.~~

687
688 ~~(h) Special orders. Special orders of business are items designated to be considered at a~~
689 ~~particular time in the orders of the day. Special orders of business shall be listed on the~~
690 ~~day’s agenda and may include presentations or recognitions of a ceremonial nature,~~
691 ~~stakeholder engagement sessions, policy roundtables, public hearings, or any actions the~~
692 ~~commission chooses to take up at a special time on its agenda.~~

693
694 ~~(j) Unfinished Business. Items postponed to a time certain or tabled from a current or~~
695 ~~previous meeting.~~

696
697 ~~(k) New Business. Consists of subjects which have not previously been considered by the~~
698 ~~commission and which may require discussion and action. Introduction of commission~~
699 ~~resolutions and public hearings may also appear under this order of business.~~

700
701 ~~(i) Authorizations and final actions. Requested authorizations and other final actions~~
702 ~~requiring a decision by the commission shall be listed on the day’s agenda and shall be~~
703 ~~considered in their regular order. Authorizations and final actions laid on the table may~~
704 ~~be taken from the table by a vote of a majority of the membership during the same~~
705 ~~session or shall become special orders of business at the next regular meeting of the~~
706 ~~commission or at the meeting specified in the motion to lay on the table.~~

707
708 ~~(j) (l) Presentations, and staff reports, and staff briefings. Presentations and staff reports~~
709 ~~that are informational in nature or not requiring immediate final action. ~~shall be~~~~
710 ~~considered during the order of presentations, reports, and staff briefings. Final action~~
711 ~~may be taken on such matters by a majority vote of the membership only when all~~
712 ~~commissioners are present to participate or participating remotely in the meeting.~~

713
714 ~~(k) (m) Questions on referral to committee and closing comments. Matters referred to~~
715 ~~committees for recommendation in advance of public consideration by the commission~~
716 ~~may be discharged from committee pursuant to the provisions of Article V.~~

717
718 ~~(l) (n) Adjournment. Provided there is no further scheduled business to transact, the~~
719 ~~commission shall adjourn without the need for a motion ~~for adjournment.~~~~

720
721 ~~(Res. 3778, §§1 and 2, 2020; Res. 3742, 2017)~~

722
723 6. Special meetings.

724
725 (a) Any meeting held at a time or location other than as described for a regular meeting
726 pursuant to these bylaws constitutes a special meeting of the Port of Seattle Commission.
727 Special meetings may be called at any time by the president or a majority of the
728 membership of port commissioners, provided notice is issued by the commission clerk in

729 the manner prescribed by law not later than 24 hours in advance of the convening time
730 of a special meeting. The date, time, and location for convening such meetings shall be
731 described in the notice for the special meeting as required pursuant to Chapter 42.30
732 RCW. The call for a special meeting shall include a description of the business to be
733 transacted during the special meeting and final action shall not be taken on any other
734 matter at such meeting. A special meeting may follow the order of business prescribed
735 for a regular meeting.

736
737 (b) Waiver of notice. Written notice issued at least 24 hours in advance of convening a special
738 meeting shall not be required when a special meeting is called to deal with an emergency
739 involving injury or damage to persons or property as described in RCW 42.30.080. The
740 requirement to issue written notice at least 24 hours in advance of convening a special
741 meeting may be dispensed with in the case of any commissioner who files with the
742 commission clerk a written waiver of notice prior to the convening of such meeting. Such
743 written notice may also be dispensed with as to any commissioner who is actually present
744 at the time of convening the special meeting. The written waiver of notice shall include
745 the commissioner's signature or similar authentication and shall state the date, time,
746 location, and description of the business to be transacted at the special meeting. The
747 commission clerk shall provide forms for executing notice waivers.

748
749 (c) Notice waiver not submitted. Special meetings called with less than 24 hours' written
750 notice shall comply with all requirements of law and these bylaws. Special meetings
751 called to deal with an emergency involving injury or damage to persons or property as
752 described in RCW 42.30.080 do not require 24 hours' written notice. When any other
753 special meeting is called with less than 24 hours' notice, written notice shall be posted as
754 far ahead of convening the meeting as practicable. In such a case, if any commissioner
755 has not filed a written waiver of notice as prescribed in this section, and such
756 commissioner is not present when the special meeting convenes, the special meeting
757 shall immediately adjourn to a time that is at least 24 hours after the actual time of
758 posting the written notice for the meeting. The procedures for adjourning a special
759 meeting are described further in Section 7 below.

760
761 (d) Special meetings called by a quorum of commissioners. When a majority of the
762 membership of the commission calls a special meeting, the commissioners calling the
763 meeting shall notify the president and commission clerk in writing of their intention to
764 convene the special meeting. The written request shall indicate the place and time for
765 convening the special meeting and a description of the business to be transacted. This
766 information shall be included in the notice for the special meeting pursuant to the notice
767 requirements of law and these bylaws. Final action shall not be taken on any other matter
768 at such meeting. Such a written notification to call a special meeting by a majority of the
769 membership of the commission shall be delivered to the commission clerk at least ~~25~~
770 ~~hours~~ *three business days* prior to the convening *time date* of such a special meeting. No
771 special meeting called pursuant to the procedures in these bylaws shall commence earlier
772 than 24 hours after the time of posting of the required meeting notice.

773
774 (e) Special meetings; community engagement. At least twice every year, the commission

775 shall hold special meetings for the purpose of engaging the public in the consideration of
776 matters relevant to the work of the Port of Seattle. The meeting locations, times, and
777 agendas shall be appropriate to the intended participants and shall comply with
778 applicable law and these bylaws.

779
780 *(Res. 3742, 2017)*

781
782 7. Adjournment or continuation of a public meeting. Regular and special meetings may be
783 adjourned or continued pursuant to the notice requirements of Chapter 42.30 RCW. When a
784 meeting is so adjourned and provided members of the public are present at the time of the
785 adjournment or continuation, the presiding officer or the commission clerk shall announce
786 the place and time to which the meeting is to be adjourned or continued. An order of
787 adjournment shall be posted on or near the door of the room where the meeting was
788 adjourned or continued immediately following the announcement of adjournment or
789 continuation. If no members of the public are present at the time the meeting is adjourned
790 or continued, the announcement may be dispensed with and a copy of the order shall be
791 posted as described here. *(Res. 3742, 2017)*

792
793 8. Executive sessions.

794
795 (a) Executive sessions shall be closed to the public pursuant to the limitations imposed by
796 state law, including but not limited to the Open Public Meetings Act, Chapter 42.30 RCW.
797 No final actions shall be taken during an executive session. Executive sessions may be
798 held only during a regular or special meeting of the port commission and may be held at
799 any time following convening of the public meeting in accordance with the procedures
800 required by statute and described in these bylaws.

801
802 (b) Recording of executive sessions. Executive sessions shall be recorded electronically, and
803 the general counsel shall be the record holder of the original recordings. Executive
804 sessions held for the purpose of discussing evaluation of qualifications for public
805 employment or review of the performance of a public employee as described in RCW
806 42.30.110(1)(g) shall be exempt from the recording requirements of this section.
807 Executive sessions held to discuss other matters authorized by RCW 42.30.110 may be
808 made exempt from recording by a motion decided in public session prior to convening
809 the executive session. The extent to which the executive session or parts thereof shall be
810 exempt from recording shall be stated in the motion to exempt from recording. Outside
811 counsel annually shall monitor the commission’s compliance with Chapter 42.30 RCW –
812 the Open Public Meetings Act – and other laws by reviewing recordings of commission
813 executive sessions on a representative sampling basis.

814
815 (c) Recessing to executive session; public present. The following procedure shall apply when
816 an executive session is conducted prior to transacting ~~the~~ other business of a regular or
817 special meeting and when the public is present in the scheduled location of the public
818 meeting. A quorum of port commissioners shall assemble at the location of the executive
819 session. Once the required quorum is present and the published time for convening the
820 regular or special meeting has arrived, the presiding officer and the commission clerk

821 shall meet in the scheduled location of the public meeting and the presiding officer shall
822 call the meeting to order. If the required quorum of commissioners is present at the
823 location of the executive session but not ~~immediately~~ present in the ~~scheduled~~ location
824 of the public meeting, the presider shall announce that such a quorum is present. The
825 presiding officer shall announce the number of topics to be discussed in executive session
826 and identify them sufficiently to establish their legal exemption from public deliberation.
827 The announcement shall provide an estimate of the time at which the public session will
828 reconvene, and the public meeting will then immediately stand in recess. The time
829 announced for reconvening the special or regular meeting shall not be earlier than the
830 time otherwise published for commencement of the public session of such a regular or
831 special meeting in accordance with the notice requirements of Chapter 42.30 RCW.

832
833 (d) Recessing to executive session; public not present. The following procedure shall apply
834 when an executive session is conducted prior to transacting ~~the~~ other business of a
835 regular or special meeting and when the public is not present in the scheduled location
836 of the public meeting. A quorum of port commissioners shall assemble at the location of
837 the executive session. Once the required quorum is present and the published time for
838 convening the regular or special meeting has arrived, the commission clerk shall notify
839 the presiding officer that there are no members of the public assembled in the scheduled
840 location of the public meeting, and the announcement procedures of subsection (c)
841 above may be dispensed with. Under these circumstances, a notice listing the matters to
842 be discussed in executive session and noting the applicable legal exemptions from public
843 deliberation shall be posted on or near the door of the scheduled location of the public
844 meeting. This notice shall include the time previously published for reconvening of the
845 public session of the regular or special meeting as required under Chapter 42.30 RCW.

846
847 (e) Extension of executive session. The following procedure shall apply when an executive
848 session is conducted prior to transacting other public business of a regular or special
849 meeting and the length of the executive session requires extension by more than five
850 minutes. The presiding officer shall return to the public meeting room and announce, or
851 may designate the commission clerk to announce, the extension of the executive session
852 pursuant to the requirements of Chapter 42.30 RCW. The announcement of extension
853 shall include a revised time for reconvening the public session, and a quorum of
854 commissioners shall not reconvene the public session at a time earlier than ~~so~~
855 announced. ~~When an executive session is so extended, a revised notice listing the~~
856 ~~updated time for reconvening the public session, the matters to be discussed in executive~~
857 ~~session, and the applicable legal exemptions from public deliberation shall be posted on~~
858 ~~or near the door of the scheduled location of the public meeting. The announcement of~~
859 ~~extension shall be made both within the meeting room and in any common area~~
860 ~~immediately adjacent to the meeting room where participants may be waiting.~~

861
862 *(Res. 3778, §2, 2020; Res. 3742, 2017)*

863
864 9. Study Sessions. Study sessions are held for the purpose of close consideration and informal
865 discussion of any matter by commissioners. Study sessions are considered special meetings
866 of the commission, unless otherwise regularly scheduled. These meetings are open to the

867 public pursuant to law and these bylaws. Study sessions may be held with or without
868 electronic recording or invitation of public comment, as appropriate to the subject matter.
869 No final actions shall be taken at a meeting described as a study session in its published notice
870 under Chapter 42.30 RCW. (Res. 3778, §1, 2020)

871
872 10. Public Hearings.

873
874 (a) Public hearings are defined by law and are characterized by an obligation to allow the
875 public to testify on matters that may be legislative or quasi-judicial in nature. Public
876 hearings shall be held when required by law and when required shall be held as part of a
877 regular or special public meeting and shall be included on the meeting agenda.

878
879 (b) At the commission’s discretion, special opportunities for public comment may be
880 provided, even when a public hearing is not legally required. Such engagement to obtain
881 public comment may be described on a meeting agenda as a “public hearing.”

882
883 (c) The order for conducting any public hearing on matters requiring final action shall be as
884 follows:

885
886 The matter to be considered shall be read into the record.

887 There may be a staff presentation on the matter and questions of staff by commissioners.
888 The presiding officer shall open the public hearing.

889 After receipt of testimony, the presiding officer shall close the public hearing.

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

891 Following a motion to take action, there may be debate by commissioners.

892 Once debate has concluded, the commission shall proceed to the vote on final action.

893
894 (Res. 3778, §1, 2020)

895
896 **Article V – Committees**

- 897
898 1. The commission may ~~at any time~~ establish ~~such~~ standing or special committees at any time
899 to aid in as it deems necessary for the transaction of its business. ~~Except as otherwise~~
900 ~~prescribed in these bylaws, †~~The composition and leadership of committees shall be
901 determined as provided elsewhere in this article by the president. To ensure compliance with
902 Chapter 42.30 RCW and other applicable law related to open public meetings, committees
903 shall include not more than two commissioners and the presence of both commissioners
904 shall be required to establish a quorum for the purpose of conducting the committee’s
905 business. Additional committee members may be appointed from among port staff, public
906 stakeholders, or subject matter experts, as appropriate to the committee’s scope ~~scope of~~
907 ~~the work of the particular committee~~. Non-commissioners on a committee shall not be
908 counted for purposes of establishing a quorum and shall not vote on any question put to the
909 committee. (Res. 3778, §2, 2020; Res. 3742, 2017)
910
911 2. Charter required. Every committee of the port commission shall be established by adoption
912 of a charter informed by the commission’s strategic priorities and workplans and that shall

- 913 include the following information:
914
915 (a) The name of the committee;
916
917 (b) ~~Whether~~ The extent to which meetings of the committee shall be open to the public;
918
919 (c) ~~If applicable, a~~ A schedule of regular committee meetings, if applicable;
920
921 (d) The scope of ~~the committee's~~ work;
922
923 (e) The extent to which the committee is legally authorized to act on behalf of the
924 commission;
925
926 (f) Whether the committee is authorized to hold public hearings or other public engagement
927 activities;
928
929 (g) The duration of the committee's work; and
930
931 (h) Specific outcomes or recommendations expected of the committee in the conduct of its
932 business.

933
934 (Res. 3778, §§1 and 2, 2020; Res. 3742, 2017)
935

936 3. Committee membership. As noted elsewhere in these bylaws, commissioners shall serve on
937 or chair standing or special committees of the port commission and on external boards and
938 commissions. Committee and external board and commission assignments shall be
939 completed by the end of January each year. When there is not consensus among
940 commissioners, the president shall make the appointment. Assignments to committees of
941 the port commission and external boards and commissions may change during the year, and
942 the commission clerk shall maintain an updated list, noting the dates and the nature of any
943 revisions. Changes to such assignments shall be made only after consulting the
944 commissioners affected, and the president shall provide the commission clerk with written
945 notice of any changes. It is important the commission recognizes the need to rotate
946 participation on its committees among members. This aides in maintaining diversity in
947 committees and in providing succession and learning opportunities. As such, commissioners
948 shall not serve more than two consecutive years on the same standing or special committee
949 without at least one year between the next term of service. This lapse in term of service may
950 be waived by majority vote of the commission.

951 (Res. 3778, §1, 2020; Res. 3742, 2017)
952

953 4. Standing committees. The charter for a standing committee shall be adopted by resolution,
954 and adoption of such resolution shall add ~~such~~ the committee to the list of standing
955 committees included in these bylaws. ~~Standing committees shall conduct their business in~~
956 ~~meetings open to the public with notice provided pursuant to Chapter 42.30 RCW and the~~
957 ~~notice requirements of these bylaws.~~ The standing committees of the Port of Seattle
958 Commission are the following:
959

- 960 (a) Audit Committee
- 961 (b) Aviation Committee
- 962 (c) Energy and Sustainability Committee
- 963 (d) Equity and Workforce Development Committee
- 964 (e) Portwide Arts and Culture Board
- 965 (f) Waterfront and Industrial Lands Committee

966
967 (Res. 3778, §1, 2020; Res. 3742, 2017)

968
969 5. Special committees. Special committees are those committees established at any time by the
970 commission ~~which that~~ have a limited purview and limited duration ~~of existence~~. The charter
971 of a special committee shall be adopted by a commission order ~~formal written motion~~ and
972 shall include the ~~classes of same kind of~~ information ~~specified for inclusion in any prescribed~~
973 ~~for other~~ committee charters ~~as described in under~~ these bylaws. A special committee legally
974 empowered to act on behalf of the commission, conduct hearings, or take testimony or
975 public comment shall conduct its business in meetings duly noticed and open to the public.
976 ~~Special committees need not meet in public session when their membership is less than a~~
977 ~~quorum of commissioners and they are not legally authorized to act on behalf of the~~
978 ~~commission as described above.~~ (Res. 3778, §1, 2020; Res. 3742, 2017)

979
980 6. Referral to committee. Topics that involve establishment or revision of policy directives or
981 governance structures shall be referred to a committee of appropriate purview for
982 recommendations on action by the commission. Other matters may be referred to
983 appropriate committees at the discretion of the commission by public action. If there is no
984 standing or special committee of appropriate purview constituted for the particular policy
985 matter, one shall be constituted by a charter adopted pursuant to the requirements of these
986 bylaws. Such committee referral shall be made by the president or may be ordered by the
987 commission by public action. Notwithstanding the timeline set in the committee’s charter for
988 consideration and recommendation to the commission, the commission may, by a vote of a
989 majority of its membership, discharge a committee from further consideration of ~~a particular~~
990 any matter. The motion to so discharge shall refer the matter to a different committee or
991 place it on the agenda for commission consideration ~~at an appropriate time.~~ (Res. 3778, §2,
992 2020; Res. 3742, 2017)

993
994 7. Attendance at committees by additional commissioners. ~~Because the presence of three or~~
995 ~~more commissioners at any meeting results in the assembly of a quorum of the port~~
996 ~~commission, commissioners shall refrain from attending committees to which they are not~~
997 ~~assigned.~~ When ~~circumstances compel attendance of~~ more than two commissioners plan to
998 attend ~~at~~ a meeting of a standing or special committee, the additional commissioner(s)
999 planning to attend shall notify the commission clerk in writing of their intention to attend the
1000 meeting. Notice to the commission clerk shall be provided at least ~~25 hours~~ three business
1001 days in advance of the time date set for convening the meeting. If a quorum of
1002 commissioners will be present at a committee meeting, ~~¶~~ the commission clerk shall provide
1003 public notice of the meeting as both a committee meeting and a commission meeting with
1004 the agenda limited to the committee’s business. No final action of the Port of Seattle
1005 Commission shall be taken at such a committee meeting. ~~where a quorum of commissioners~~

1006 ~~will be present pursuant to the requirements of law and these bylaws.~~ (Res. 3742, 2017)

- 1007
- 1008 8. Record of committee proceedings and recommendations. Standing and special committees
- 1009 shall keep records of actions taken and assigned during their deliberations and of final
- 1010 recommendations made to the commission. These records shall be prepared by the
- 1011 committee's staff coordinator and shall be authenticated by the signature of the
- 1012 committee chair. The commission clerk shall be the record holder for these records and
- 1013 shall make them available for public review. Final recommendations of standing or special
- 1014 committees shall be placed on the agenda of a commission public meeting as soon as
- 1015 practicable and may be discussed by the commission in public session. The charter of a
- 1016 standing committee may require it to electronically record its deliberations ~~Unless prevented~~
- 1017 ~~from doing so by extenuating circumstances, standing committees shall record their~~
- 1018 ~~deliberations electronically.~~ (Res. 3778, §1, 2020; Res. 3742, 2017)

1019

1020 9. Workplans and year-end reports.

1021

1022 (a) Standing committees shall adopt annual workplans that list the activities or specific,

1023 measurable tasks by which the committee will implement its charter. Annual workplans

1024 shall be presented to the commission in public session, prior to their adoption by a

1025 standing committee, as close to the beginning of the calendar year as practicable. A year-

1026 end report of standing committees shall be made to the commission detailing committee

1027 recommendations to the Commission and work products produced.

1028

1029 (b) Special committees shall adopt workplans as described above, adopted by the port

1030 commission, to execute the scope of the special committee. Because special committees

1031 have limited purview and duration, the scope defined in the committee's charter may be

1032 deemed sufficient so long as it includes objectives and strategies for carrying out the scope

1033 of work.

1034

1035 (Res. 3778, §1, 2020)

1036

1037

1038 **Article VI – Rules of Order**

- 1039
- 1040 1. Parliamentary authority. The rules contained in the current edition of Robert's Rules of Order
- 1041 Newly Revised shall govern the commission in all cases to which they are applicable and in
- 1042 which they are not inconsistent with these bylaws and any special rules of order the
- 1043 commission may adopt. (Res. 3742, 2017)

1044

1045 2. Voting.

1046

1047 (a) It shall be the responsibility of each commissioner to vote on all questions put for action.

1048 Commissioners ~~may abstain for any stated reason and~~ shall recuse themselves when

1049 appropriate ~~to do so~~ because of ~~the potential of~~ a conflict or potential conflict of interest

1050 ~~or because of an actual conflict of interest.~~ Commissioners shall announce their reasons

1051 for ~~abstaining or~~ recusing themselves from consideration of a matter pursuant to the

1052 requirements of these bylaws. ~~Abstentions are neither “yeas” nor “nays” and shall not be~~
1053 ~~counted as part of the vote of the commission.~~ Commissioners who do not cast a yes or
1054 no vote ~~abstain from the consideration of a matter~~ because of ~~the potential of~~ a conflict
1055 or potential conflict of interest ~~or because of an actual conflict of interest~~ shall be subject
1056 to rules pertaining to recusal described in Article II, Section 5.

1057
1058 (b) Motion required. The commission shall transact its business only by motion made by any
1059 commissioner during a public meeting, including the presiding officer, ~~participating in a~~
1060 ~~public meeting~~. Motions shall be decided by the vote prescribed by law or these bylaws.
1061 The decision of the commission shall be announced by the presiding officer. Only actions
1062 in the form of a motion adopted by the required vote shall be binding ~~on the executive~~
1063 ~~director and staff of the Port of Seattle as actions or~~ decisions of the port commission.
1064 Nonprocedural motions shall be submitted in writing for consideration by the commission.
1065 Motions of this kind shall include action requests submitted in a commission agenda
1066 memorandum that are attached to an approved agenda; commission orders as described
1067 in Section 6 of this article; ceremonial proclamations as described in Section 8 of this article;
1068 and amendments to main questions documented on forms provided for that purpose.

1069
1070 (c) Motions to be seconded. Motions shall require a second to be considered, unless exempt
1071 from the need for a second by the adopted parliamentary authority or the provisions of
1072 these bylaws.

1073
1074 (d) Motions postponed. Main motions and any associated subsidiary motions may be
1075 postponed to a time certain, postponed indefinitely, or may be tabled. Items laid on the
1076 table may be taken from the table during the same session or shall be listed as new
1077 business, or unfinished business as appropriate, at the next regular meeting.

1078
1079 ~~(e)~~ (e) Majority vote. In all cases where a majority vote is required for passage of any
1080 question, it shall require an affirmative vote of a majority of the commission’s
1081 membership to pass.

1082
1083 ~~(e)~~ (f) Voting procedure. A vote by voice shall be sufficient for the passage of any matter,
1084 provided any commissioner may call for a vote by roll call as described in Article III,
1085 Section 8. Votes shall be indicated by “yea” for approval or “nay” for objection.

1086
1087 ~~(f)~~ (g) Unanimous consent. The commission may act by unanimous consent when it is the
1088 presiding officer’s opinion that there is ~~general approval for it~~ consensus among
1089 commissioners. In such cases “yeas” and “nays” need not be called for, provided the
1090 presider calls for objections and no objections are voiced. Actions taken by unanimous
1091 consent are decisions of the commission. The outcome of an action taken by unanimous
1092 consent shall be announced by the presider and shall be recorded in the minutes as taken
1093 “without objection.” A single objection to action by unanimous consent shall put the
1094 question to a voice vote, or, if requested by any commissioner, a roll-call vote.

1095
1096 (Res. 3778, §§1 and 2, 2020; Res. 3742, 2017)
1097

1098 3. Excusing absences. Those commissioners announced by the presider as excused shall be
1099 deemed excused by unanimous consent of the commissioners present provided there is no
1100 objection. Upon receipt of an objection to a commissioner’s status as excused or absent, the
1101 presider may correct his or her previous announcement. ~~If there is a further objection or if~~
1102 ~~there is any confusion as to the status as excused or absent, the~~ The commission shall decide
1103 the attendance status if clarification is required. The question shall be ~~presider shall put the~~
1104 ~~question~~ for approval to record the subject commissioner as excused. (Res. 3778, §2, 2020;
1105 Res. 3742, 2017)

1106
1107 4. Amendment of questions. ~~Once a motion has been made or a requested action filed by virtue~~
1108 ~~of its inclusion on an approved agenda, it shall be modified only by amendment. Any~~
1109 ~~commissioner, including the presiding officer, may offer an amendment to a question that is~~
1110 ~~subject to amendment. Amendments other than simple amendments to procedural motions~~
1111 ~~shall be offered in writing and their content repeated by the presiding officer prior to taking~~
1112 ~~a vote on the amendment as a subsidiary question. Amendments filed in writing with the~~
1113 ~~commission clerk at least 24 hours prior to the convening of the public meeting during which~~
1114 ~~they are intended to be offered shall require a majority vote of the membership for passage.~~
1115 ~~Amendments offered less than 24 hours prior to the convening of the public meeting during~~
1116 ~~which they are intended to be offered shall require a vote of two-thirds of the membership~~
1117 ~~for passage. Amendments shall be subject to a vote for adoption. An amendment may be~~
1118 ~~adopted by unanimous consent pursuant to the voting procedures of these bylaws provided~~
1119 ~~the amendment is submitted in writing. Amendments adopted by unanimous consent shall~~
1120 ~~be recorded in the minutes as adopted “without objection.” Amendments are subsidiary~~
1121 ~~questions and shall be considered after acceptance of a motion and second on the main~~
1122 ~~question to which they are attached and shall be decided before the vote on the main~~
1123 ~~question. Once a motion has been made and seconded, or a requested action filed by its~~
1124 ~~inclusion on an approved agenda, it shall be modified prior to adoption only by amendment.~~
1125 ~~Any commissioner, including the presiding officer, may offer an amendment to a question~~
1126 ~~that is subject to amendment. Amendments shall follow the parliamentary process for~~
1127 ~~amendments as established by Roberts Rules of Order Newly Revised. Amendments shall be~~
1128 ~~filed with the commission clerk at least 24 hours prior to the convening of a public meeting~~
1129 ~~during which they will be offered for consideration in order to be considered timely filed.~~
1130 ~~Amendments from the floor shall be written on forms provided at the time of the meeting in~~
1131 ~~order to establish specificity of the amendment, as provided for in Article VI(2)(b).~~
1132 ~~(Res. 3778, §1, 2020; Res. 3742, 2017)~~

1133
1134 5. Resolutions.
1135
1136 (a) The port commission shall ~~take action~~ act by resolution for actions that are required by
1137 law to be in resolution form; that repeal or amend actions previously taken by resolution;
1138 that establish or revise policy directives or governance structures; or that are actions of
1139 a legislative character, as defined by law and below.

1140
1141 (b) Form of resolutions. Resolutions shall be consecutively numbered and shall include the
1142 following components:
1143

- 1144 (i) A title representative of the resolution’s intent with reference to all prior resolutions
1145 on the same subject amended or repealed;
1146
1147 (ii) A preamble of recitals (“whereas” clauses) stating the rationale for the action to be
1148 taken;
1149
1150 (iii) A decision (“resolved”) clause similar to the enactment clause of a city ordinance,
1151 organized into sections as needed and asserting the proposed action; and
1152
1153 (iv) A section indicating the date of public adoption with places to affix signatures and the
1154 impression of the port seal.
1155

1156 The commission clerk shall maintain a form for drafting of resolutions as approved for
1157 use by legal counsel.
1158

1159 (c) Matters of a legislative character. For the purposes of this section, “actions of a legislative
1160 character” shall include interagency agreements requiring the corresponding
1161 governmental entity to adopt the interagency agreement by ordinance or take similar
1162 legislative action.
1163

1164 (d) A resolution shall be introduced and adopted by separate votes on the introduction of
1165 the resolution and the adoption of the resolution. No resolution shall be adopted on the
1166 same day upon which it is introduced, except by unanimous consent of all commissioners
1167 as described in these bylaws. Once a motion for introduction of a resolution has been
1168 made or a resolution has been filed by its inclusion on an approved agenda, it shall be
1169 modified prior to adoption only by amendment. Commissioners may give their consent
1170 to adopt a resolution on the same day it is introduced in person at the meeting during
1171 which final passage of the resolution is sought or, in the case of commissioners absent
1172 from such meeting, by advance written consent. Written consent for a vote on final
1173 passage adoption of a resolution at the same meeting as its first introduction shall include
1174 the resolution number or series of numbers, a brief description of the resolution(s), the
1175 date of the meeting for which such consent is given, and the name and signature or
1176 similar authentication of the commissioner giving consent. Such written consent shall be
1177 included in the record of the meeting ~~for which the written consent concerning the~~
1178 ~~resolution(s) is granted.~~
1179

1180 (e) The commission clerk shall provide a form for ~~the giving of~~ consent to adoption of a
1181 resolution on the same day it is introduced.
1182

1183 (f) The commission clerk shall maintain records of adopted resolutions as described in these
1184 bylaws.
1185

1186 (Res. 3778, §§1 and 2, 2020; Res. 3742, 2017)
1187

1188 6. Commission Orders ~~Written motions. Motions that are not procedural in nature shall be~~
1189 ~~submitted in writing for consideration by the commission. Written motions shall include action~~

1190 ~~requests submitted in a commission agenda memorandum and attached to an approved~~
1191 ~~agenda; ceremonial proclamations as described in Section 8 of this article; and amendments~~
1192 ~~to main questions documented on forms provided for that purpose. The commission may~~
1193 ~~adopt formal, written motions known as "commission orders." Commission orders may address~~
1194 ~~subjects of limited applicability or duration and shall not be used to adopt policy or governance~~
1195 ~~direction of indefinite duration. Commission orders shall be used to adopt special committee~~
1196 ~~charters as described in Article V. The commission clerk shall keep a record of adopted~~
1197 ~~commission orders ~~formal motions~~ of the Port of Seattle ~~Commission~~, which shall be~~
1198 sequentially numbered; shall include a brief title and text of the ~~order motion and ;~~ may
1199 include a statement in support of the ~~order motion~~; and shall be indexed and made available
1200 for public review. (Res. 3778, §1, 2020; Res. 3742, 2017)

1201
1202 7. Proclamations. The commission may ~~from time to time~~ take actions of a ceremonial nature
1203 by proclamation. Adopted proclamations shall be signed by the commission president and
1204 shall have the port seal affixed. (Res. 3742, 2017)

1205
1206 8. Limitation on debate. As a board of less than twelve members, the Port of Seattle
1207 Commission may allow any commissioner to speak multiple times on any subject under
1208 consideration. Before a commissioner speaks twice on the same subject, the other
1209 commissioners shall have an opportunity to speak on that subject in turn. A motion to limit
1210 debate may be made. The motion shall stipulate the amount of time to which commissioner
1211 comment will be limited and requires a two-thirds vote for passage. (Res. 3742, 2017)

1212
1213 9. Order and decorum. The presiding officer shall be responsible for maintaining order and
1214 decorum during public meetings. Commissioners shall address motions and procedural
1215 inquiries to the presiding officer and may address staff and guest presenters directly during
1216 consideration of ~~a particular~~ any matter, provided they have been recognized by the ~~presider~~
1217 presiding officer. All persons speaking during consideration of any matter, including
1218 commissioners, staff, and members of the public, shall limit remarks to the matter at hand
1219 ~~and shall refrain from, avoiding personalities reference to personal traits~~ vulgarity, insults,
1220 inflammatory language, threats, abusive or harassing behavior including but not limited to
1221 obscene language and gestures, and other nongermane comments ~~and actions not germane~~
1222 ~~to the discussion of the matter at hand~~. During a public meeting or hearing, commissioners
1223 shall refrain from engaging in dialog with speakers offering public comment but may request
1224 further information or consultation from the presiding officer or appropriate staff
1225 representative on a topic raised during comment. (Res. 3778, §1, 2020; Res. 3742, 2017)

1226
1227 10. Rules governing public comment.

1228
1229 (a) Persons wishing to address the commission shall sign up to comment on lists provided by
1230 the commission clerk and shall identify the specific agenda item or subject to be
1231 addressed. Recorded comment and the identity of speakers shall be public records
1232 subject to the disclosure requirements of Chapter 42.56 RCW. The names of speakers
1233 shall be recorded in the minutes of the public meeting. Comments shall relate to the
1234 conduct of port business and are not limited to any particular commission business
1235 meeting agenda.

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(b) Written materials related to spoken public comment presented at the time of a commission meeting shall be attached to the approved minutes of the meeting. Written public comment submitted for a commission meeting, in lieu of spoken comment, shall also be attached to the approved minutes of the meeting and shall be summarized by the commission clerk inasmuch as possible at the time of the meeting. Correspondence received outside of the context of a commission agenda and corresponding meeting shall not be attached to meeting minutes.

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

~~(e)~~(d) Testimony related to a public hearing shall be heard during the corresponding public hearing, which shall be listed on the day’s agenda. The commission may accept further oral public comment at other times on the agenda as deemed appropriate by consent of a majority of the membership.

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

~~(e)~~(f) Disruptions of commission public meetings are prohibited. Disruptions include but are not limited to the following:

- (i) Refusal of a speaker to limit remarks to topics related to the conduct of port business;
- (ii) Threats and abusive or harassing behavior including but not limited to obscene language and gestures;
- (iii) ~~(i)~~ Refusal of a speaker to comply with the allotted time set for the individual speaker's public comment;
- (iv) ~~(ii)~~ Outbursts from members of the public who have not been recognized by the presiding officer for public comment;
- (v) ~~(iii)~~ Delaying the orderly conduct or progress of the public comment period, including interfering with the testimony of others;
- (vi) ~~(iv)~~ Directing remarks to the audience;
- (vii) ~~(v)~~ Holding or placing of a banner or sign in the commission meeting room in a way

1282 that endangers others or obstructs the free flow of persons attending the commission
1283 meeting;

1284
1285 (viii) ~~(vi)~~ Leaving the podium or testimony table to physically approach commissioners or
1286 staff during one's public comment, provided ~~that~~ speakers may offer written
1287 materials to the commission clerk for distribution before, during, or after their
1288 testimony to commissioners and may approach the commission clerk to ask questions
1289 or for direction;

1290
1291 (ix) ~~(vii)~~ Any behavior that disrupts, disturbs, or otherwise impedes attendance at a
1292 commission public meeting.

1293
1294 (g) Warning for disruption. If a meeting is disrupted as provided in this section, the presiding
1295 officer shall warn the speaker that the disruptive conduct is out of order and that further
1296 disruption may result in the speaker's loss of speaking privileges or removal from the
1297 meeting, depending on the severity of the disruption. A second disruption may result in
1298 loss of speaking privileges and, following a second warning, a third disruption may result
1299 in expulsion from the meeting. The presiding officer may use discretion in removing a
1300 speaker, depending on the severity of a disruption.

1301
1302 ~~(f)~~(h) If a meeting is interrupted by a disruption as provided in this section described in these
1303 ~~bylaws so as to render~~ that renders the orderly conduct of the meeting ~~not~~ infeasible, the
1304 presiding officer may recess or adjourn the meeting to another location and order the
1305 room cleared. Recess or adjournment by the presiding officer, at the discretion of the
1306 ~~commission, may recess the meeting or adjourn the meeting~~ to another location shall be
1307 pursuant to the provisions of Article IV, Section 7, of these bylaws and shall be at the
1308 discretion of the commission ~~may order the meeting room cleared~~. If a meeting is
1309 adjourned due to a disruption, commissioners and staff shall leave the meeting room
1310 until the meeting is reconvened.

1311
1312 (Res. 3778, §§1 and 2, 2020; Res. 3742, 2017)

1313
1314 11. Questions for which objection requires offering of an amendment. As noted in these bylaws,
1315 the following are motions that are normally decided by unanimous consent and which
1316 require that objection be accompanied by the offering of an amendment to the main
1317 question:

1318
1319 (a) Approval of the agenda. The form for the question for approval of the agenda shall be
1320 put as a call for revisions to the preliminary agenda as proposed, followed by a brief
1321 pause. Objection shall take the form of an amendment to add to, remove from, or reorder
1322 items on the preliminary agenda.

1323
1324 (b) Excusing absences. The form for excusing absences shall be put as an announcement of
1325 those present, absent, and excused, followed by a brief pause. Objection shall take the
1326 form of an amendment to the presiding officer's announcement. If a vote is taken on
1327 whether to record a commissioner as either excused or absent, the question shall be put

1328 as a request to show the commissioner “excused.”

1329
1330 (c) Approval of the minutes. Minutes typically shall be included on the ~~unanimous~~ consent
1331 ~~agenda calendar~~. When removed from the consent ~~agenda calendar~~ for separate
1332 consideration, the question shall be on approval of the minutes as proposed and
1333 circulated to commissioners in advance. Objection shall take the form of the offering of
1334 an amendment to correct the record contained in the minutes as proposed. All
1335 commissioners present at the time of the vote to approve the minutes and any
1336 amendments offered to the proposed minutes shall vote on the question put, regardless
1337 of their presence or absence from the meeting for which the subject minutes have been
1338 prepared.

1339
1340 *(Res. 3742, 2017)*

1341
1342 12. Questions requiring unanimous consent of all commissioners. As noted elsewhere in these
1343 bylaws, the following motions require unanimous consent of the membership, whether
1344 present or absent, and an objection has the effect of defeating the question:

1345
1346 (a) Motion to allow adoption of a resolution on the same day it is introduced, as described
1347 in Article VI, Section 6.

1348
1349 *(Res. 3742, 2017)*

1350
1351 13. The waiver of any rule contained in these bylaws shall require either an affirmative vote of
1352 two-thirds of those voting or the vote explicitly stipulated in these bylaws, whichever is more
1353 restrictive. *(Res. 3742, 2017)*

1354
1355 **Article VII – Amendment of Bylaws**

1356
1357 1. Amendment by resolution. These bylaws may be amended by the commission at any regular
1358 or special meeting by resolution duly adopted. *(Res. 3742, 2017)*

1359
1360 2. Publication. The commission clerk shall revise the bylaws to reflect amendments ~~made from~~
1361 ~~time to time, shall~~ record a history of revisions to the bylaws, ~~shall~~ make the bylaws available
1362 for public review, and ~~shall~~ maintain an index to the content of the bylaws. *(Res. 3778, 3742,*
1363 *2017)*

1364
1365 3. At least once every three years, the commission shall refer the bylaws to an appropriate
1366 committee for review and recommendation ~~as to any needed for~~ revisions. *(Res. 3778, 3742,*
1367 *2017)*

1368 **APPENDIX A**

1369 Typical Forms Called for in the Port of Seattle Commission Bylaws

1370
1371
1372 Form for waiver of written 24-hour public meeting notice:

1373
1374 “In accordance with RCW 42.30.080, I waive my right to 24 hours’ notice of the
1375 special Port of Seattle Commission meeting of __[date]__, called for the purpose
1376 of __[subject]__, and set to convene at __[time]__ in __[location]__ .
1377 Commissioner __[full name]__”
1378

1379
1380 Form for consent to allow introduction and adoption of a resolution on the same day:

1381
1382 “MEMORANDUM

1383
1384 DATE: __[date of consent]__
1385 TO: __[Name]__, President, Port of Seattle Commission
1386 FROM: __[Name]__, Port of Seattle Commissioner
1387 SUBJECT: Written Consent for Introduction and Adoption of Resolution ____
1388

1389 I will be unable to attend the port commission public meeting on __[date]__, to
1390 be held in __[location]__, and will not be present when Resolution ____ is
1391 considered and voted upon by the commission. However, I am familiar with
1392 Resolution ____, which relates to __[subject]__. In accordance with Article VI,
1393 Section 5, of the port commission bylaws, I consent to Resolution ____ being
1394 introduced on __[date]__ and being offered for adoption at the same meeting at
1395 which it is first introduced. Please proceed with consideration of Resolution ____,
1396 and enter this advance written consent in the record of the meeting as required
1397 by the bylaws.
1398

1399 __[Commissioner’s signature]__”
1400
1401

Revision History

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Month D, 2020 Resolution NNNN added ... removed ... made revisions to ...

September 10, 2019 Resolution 3761 revised the object statement in Article I and the membership description of Article II, Section 1.

January 8, 2019 Resolution 3754 removed the automatic succession of the vice president to president.

January 30, 2018 Resolution 3744 removed the requirement that the vice president be the chair of the audit committee (Article III, Section 6) and moved provisions relating to oversight and review of the internal audit director to Article II, Section 8.

December 19, 2017 Resolution 3742 repealed all prior resolutions amending the Port of Seattle Commission bylaws. The previous version had been adopted August 15, 2017. The December 19, 2017, version reorganized the bylaws into seven articles, established *Robert's Rules of Order* as a parliamentary authority, changed the order of business and regular meeting schedule somewhat, provided for formal committee structures, incorporated rules for order and decorum, and otherwise articulated several processes which previously had been left to informal understanding.