

PORT of SEATTLE COMMISSION BYLAWS

As amended January 30, 2018

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Article I – Object

1. The Port of Seattle was chartered by the voters of King County as a port district by special election on September 5, 1911, as a special-purpose municipal corporation of the State of Washington. The Port of Seattle Commission is vested with all port powers described by law and governs the Port of Seattle in accordance with state law to fulfill the port's purposes and objectives.
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.
3. Commissioners shall serve the public and the mission of the Port of Seattle as a public agency to create quality jobs throughout the diverse communities of King County by advancing trade and commerce, promoting industrial growth, and stimulating economic development. Commissioners shall advance the port's commitment to create economic opportunity for all, responsibly steward the environment, partner with surrounding communities, promote social responsibility, act transparently, and remain accountable.

Article II – Commissioners

1. Membership. The members of the Port of Seattle Commission shall be those commissioners duly elected pursuant to the laws of the State of Washington. Election and terms of port commissioners shall be pursuant to applicable law. As elected officials, each commissioner shall exercise the responsibilities of office and be accountable to the general public, the citizens of King County, and one another.
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 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.

3. Oath of office. Pursuant to the requirements of RCW 29A.60.280, newly elected commissioners shall take the oath of office required by law during the time period defined by law. The oath shall be administered by a notary public holding the position of commission clerk. Another person qualified to administer oaths may administer the oath of office to newly elected commissioners when compliance with the legally required time period necessitates it. In addition to taking the oath of office required by statute, newly elected commissioners may take their oaths of office in a public ceremony. Provided such commissioners have already taken the oath in the manner required by applicable law, any person may administer the oath during such a ceremony.
4. Transparency pledge. Annually, prior to the first public meeting of the year, each commissioner shall execute the following transparency pledge:

As a duly elected Port of Seattle commissioner, I am responsible for ensuring that the Port of Seattle, a public agency of the state of Washington, conducts its business in the open in compliance with the state's Open Public Meetings Act, Chapter 42.30 RCW. In fulfillment of my duties to the commission as a body, and in recognition of my responsibilities as an elected official serving the citizens of King County, I give my personal commitment to fostering and maintaining a culture of accountability and transparency within the commission, among Port of Seattle employees, and between the Port of Seattle and the citizens of King County. Therefore, I affirm my commitment to openly governing the Port of Seattle pursuant to the Open Public Meetings Act and the state's Public Records Act (Chapter 42.56 RCW). As a commissioner, I will support and advance policies and practices that increase the Port's openness and accountability and expand citizen access to the port's decision-making consistent with the intent of the Open Public Meetings Act. Signed this ____ day of ____, ____, for the term of January 1 through December 31, ____ . Commissioner ____

5. Ethical behavior, conflict of interest, recusal procedure.
 - (a) Commissioners shall uphold the standard of conduct reflected in the Port of Seattle Statement of Values and further described in the Port of Seattle Code of Ethics and Workplace Conduct and the Port of Seattle Code of Ethics for Port Commissioners. Commissioners shall avoid conflicts of interest and the appearance of conflicts of interest when performing their duties as port commissioners. Procedures related to alleged misconduct and potential conflicts of interest are described in the Port of Seattle Code of Ethics for Port Commissioners, implementation of which is ensured by the commission's officers and an independent Board of Ethics.
 - (b) If a potential or actual conflict of interest arises, commissioners shall resolve the conflict pursuant to the requirements of the Code of Ethics for Port Commissioners, including when necessary, recusing themselves from any consideration and voting upon the issue that creates the conflict. When recusing himself or herself, a commissioner shall announce the conflict of interest or the potential conflict of interest prior to deliberation on the matter subject to recusal. Unless a recusing commissioner's presence during a public meeting is required in order to preserve a quorum, the

commissioner shall leave the meeting room during consideration of business subject to the conflict issue and may return upon its completion. Abstention from voting does not presume recusal, and is described further in Article VI, Section 2.

6. Vacancy in office.

- (a) A vacancy in the office of port commissioner may occur as provided in Chapter 42.12 RCW or by the port commissioner's nonattendance at meetings of the port commission for a period of 60 days unless the commissioner is excused by the port commission. In the event a vacancy in the office of port commissioner occurs, such vacancy shall be filled in accordance with RCW 53.12.140 pursuant to Chapter 42.12 RCW and other applicable law. The remaining commissioners shall fill the vacancy by appointment no later than 90 days after the creation of the vacancy. If the vacancy is created due to a commissioner resigning his or her position, the commission shall appoint a new commissioner within 90 days of the effective date of the commissioner's resignation.
- (b) Solicitation of applications. Within five business days after receiving notice of a vacancy or the creation of a vacancy, the commission shall solicit applications to fill the vacancy by issuing a press release and posting a request for applications on the Port of Seattle website. Applications shall be solicited from citizens in King County interested in being considered for the appointment. All applications for the appointment shall be submitted to the port commission by the deadline noted in the commission's request for applications.
- (c) Review and selection of candidates. The commission shall review the applications and shall obtain background investigations of the applicants. The commission may conduct interviews in public of the most qualified candidates. The commission shall fill the vacancy by selecting one candidate by majority vote of its membership in a public meeting.
- (d) Vacancy in office of three or more commissioners. When a majority of the commissioner positions fixed by law are vacant, the provisions of RCW 42.12.070 and applicable law shall govern the filling of the vacancies.
- (e) Appointment until the next election. As provided in Chapter 29A.24 RCW, each person appointed to serve in the office of commissioner shall serve until a qualified person is elected at the next election at which a member of the governing body normally would be elected. The person elected shall take office immediately and serve the remainder of the unexpired term.

7. Outside boards and commissions. Commissioners may serve on external port-related boards and commissions. No more than two commissioners shall serve on the same external board or commission at the same time in order to avoid creating a quorum of commissioners at the meetings of such a board or commission. The commission shall consider the following factors when determining participation and length of service for commissioners on external boards and commissions:

- (a) The membership and office-holding requirements of the external boards in question;
 - (b) The interests of individual commissioners in serving on various external boards; and
 - (c) Whether the port commission is adequately represented on the external boards and commissions needed to effectively advocate for the interests of the Port of Seattle.
8. All commissioners shall serve at least one, one-year term on the commission's audit committee prior to the completion of their fourth year in office. The audit committee participates directly in the oversight and review of the performance of the internal audit director in accordance with policy directives related to Port of Seattle salaries and benefits. In consultation with the audit committee, the audit committee chair shall contribute to the chief financial officer's performance review of the internal audit director.
9. Oversight and review of the executive director. As a body, the commission provides oversight and review of the performance of the executive director in accordance with the executive director's employment agreement.
10. Review of staff reporting to both the commission and the executive director (dual reports). In addition to oversight of the executive director and direct reports of the office of the commission, the commission as a body provides input to the executive director in executive session regarding the performance of those employees who report directly to the executive director. In particular, the commission as a body provides review of the general counsel and public affairs senior director, who report dually to the commission and the executive director.

Article III – Officers

1. All officers shall serve at the pleasure of the Port of Seattle Commission and shall carry out the responsibilities described in these bylaws. Commission officers may be censured or removed from office at any public meeting of the port commission legally convened in accordance with applicable laws and these bylaws. The Code of Ethics for Port Commissioners shall identify the procedures for addressing complaints of misconduct, abuse of authority, and neglect of the duties of office by officers. If a majority of the commissioners determine that an officer should be censured or removed from office, this decision shall require a vote of the majority of commissioners as prescribed by applicable law and these bylaws.
2. Election. At the first meeting of each calendar year, the commission shall elect a vice president and secretary. The vice president shall succeed to the office of president in the following calendar year at the expiration of his or her term as vice president.
3. Term of office. An officer's term shall run from the date of election until the end of the calendar year.

4. Commission officer vacancy.

- (a) In the event that a commission officer resigns or is removed from the office of president, vice president, or secretary, a commissioner may be selected to serve out the officer's uncompleted term and shall so serve until the end of the calendar year. When such vacancies arise, they may be filled at any regular or special meeting of the commission. During the temporary absence of any commission officer, the officer next in line shall assume the duties of the absent officer in an acting capacity in the following order of succession, provided that this order of succession does not apply to meetings of committees composed of fewer than a quorum of the port commission:
- (b) In the physical absence of the president, the vice president temporarily shall assume the duties of the president.
- (c) In the physical absence of the vice president, the secretary temporarily shall assume the duties of the vice president.
- (d) In the physical absence of both the president and vice president, the secretary temporarily shall assume the duties of the president.

5. Duties of the president.

- (a) Order and decorum. The president shall preside over all public meetings and executive sessions of the Port of Seattle Commission and shall be responsible for maintaining order and decorum in accordance with the provisions of these bylaws.
- (b) Preliminary agenda. The president shall authorize the formation of the commission's preliminary public meeting agenda and shall propose the agenda for commission approval on the day of the meeting in the appropriate order of business.
- (c) Notice of meetings. The president shall authorize the issuance of such legal notices of public meetings as may be required by law and these bylaws.
- (d) Oversight of the office of the commission. In consultation with the commission, the president shall provide oversight and review of the performance of the commission chief of staff. The commission chief of staff shall be responsible for the organization and management of the office of the commission. The commission chief of staff shall consult with the commission regarding the performance evaluation, hiring, and firing of staff of the office of the commission.
- (e) Oversight of staff reporting to both the commission and the executive director (dual reports). On behalf of the commission and in concert with the executive director, the president shall provide oversight to the general counsel and public affairs director, who report dually to the commission and the executive director. The president shall serve as the commission's primary point of contact to these positions.

- (f) Commission spokesperson. The president shall be the spokesperson for the commission in expressing views held collectively by the Port of Seattle Commission that have been established by action taken in public session or that are consistent with the policies, statements, and actions of the port commission. The president may delegate this role on a case-by-case basis. The president shall make reasonable efforts to consult with another commissioner prior to making public statements on behalf of the commission. When the president expresses his or her own individual opinions, he or she shall refrain from using the title of commission president in such a context.
- (g) Signature of instruments. On behalf of the commission, the president shall sign all proclamations adopted in public session. The president shall execute all agreements required in the normal course of fulfilling his or her duties. The president shall sign all official correspondence and other instruments on behalf of the commission that are consistent with the opinions or policy direction of the commission established by public action.
- (h) Other duties of the president. The president shall perform other duties incidental to the office of the president, as established from time to time by the commission.

6. Duties of the vice president.

- (a) Succession to president. The vice president shall succeed to the office of president at the expiration of his or her term as vice president. If he or she is unable to fill the office of president at that time, the commission shall elect another commissioner to serve as president. The motion to elect a president under these circumstances may be offered at any regular or special meeting.
- (b) *[Repealed by Resolution 3744, January 30, 2018]*
- (c) Other duties of the vice president. The vice president shall perform other duties incidental to the office of the vice president, as established from time to time by the commission.

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.

8. Duties of the commission clerk.

- (a) There shall be a staff position to 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. 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 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.
- (e) Record holder. The commission clerk shall be the record holder and custodian of the commission's approved minutes, adopted resolutions, proclamations, formal motions, policy directives, and Delegation of Responsibility and Authority to the Executive Director (General Delegation of Authority). The commission clerk also shall be the record holder of certificates of election of port commissioners, commission transparency pledges, lists of commissioner assignments to commission committees and external boards and commissions, and secondary copies of commissioner oaths of office, which shall be recorded with the King County recorder's office.
- (f) Port seal. The commission clerk shall be the custodian of the official Seal of the Port of Seattle and shall affix its impression on official instruments whenever required.
- (g) Administration of oaths. The commission clerk shall be the ordinary administrator of the oath of office for newly elected port commissioners within the manner required pursuant to RCW 29A.60.280, shall ensure the recording of such oaths with the King County Recorder's Office, and shall provide other notarial services as required in the regular course of business. If the commission clerk is not available to administer the oath of office during the time period required pursuant to RCW 29A.60.280 or other law, another official authorized to administer oaths pursuant to Chapter 5.28 RCW may administer the oath, a copy of which shall be provided to the commission clerk for

submission to the recorder's office. The provisions of this section are intended to ensure compliance with legal requirements and do not preclude additional public oath-of-office ceremonies.

- (h) Notice of adjournment. When circumstances prevent assembly of a quorum of port commissioners at the scheduled place or time, the commission clerk shall call the scheduled meeting to order exclusively for the purpose of adjourning to another time or location and shall ensure the posting of a notice of adjournment as described elsewhere in these bylaws.
- (i) Public comment. When the public is invited to comment pursuant to the provisions of law or these bylaws, the commission clerk shall assemble a list of speakers.
- (j) Roll-call votes. When a vote by roll call is required pursuant to the rules of order, the commission clerk shall call the roll, announce the result to the presiding officer, and record the votes so cast. The presiding officer shall announce the decision of the commission on any motion.
- (k) Parliamentarian. When questions of order arise, the commission clerk may advise the presiding officer at the officer's discretion based on the commission's rules of order and established parliamentary authority.
- (l) Other duties of the clerk. The commission clerk shall perform other duties consistent with the responsibilities of a municipal clerk as may be required from time to time.
- (m) Delegation of duties. The duties of the commission clerk may be performed on a temporary basis by a deputy commission clerk or suitable delegate, as circumstances require.

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.

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 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.
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. Commissioners who are unable to attend in person may participate in meeting deliberations electronically or by telephone, provided the commissioner can interact in the deliberations and can be heard by the other commissioners and others attending the meeting. Commissioners participating in a meeting remotely shall be counted for purposes of establishing a quorum and shall vote on all matters put for a decision during the meeting. Except in cases of special meetings called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage as described in RCW 42.30.080, at least one commissioner shall be physically present to preside over a public meeting when other commissioners are participating electronically or by telephone.
4. Regular meetings.
 - (a) Date, place, and time. Regular meetings of the Port of Seattle Commission shall be held on the second and fourth Tuesdays of every month except December. In December, regular meetings shall be held on the second and third Tuesdays. The meeting held on the second Tuesday of the month shall be held at port headquarters at Pier 69, 2711 Alaskan Way, Seattle, Washington. When a regular meeting is held on the fourth Tuesday of the month, it shall be held at the conference center at Seattle-Tacoma

International Airport, 17801 International Boulevard, Seattle, Washington. The meeting held on the third Tuesday of December shall be held at the conference center at Seattle-Tacoma International Airport, 17801 International Boulevard, Seattle, Washington. Regular public meetings shall be convened at 12:00 noon. When an executive session is to be held, the regular meeting may convene at 11:00 a.m. and shall immediately recess to an executive session that shall be closed to the public, after which the public session shall reconvene at 12:00 noon. When a regular meeting falls on a holiday, such regular meeting shall be rescheduled as soon as possible thereafter. Regular public meetings held pursuant to the schedule described in this section shall not require additional publication of notice; however, notice similar to that provided for special meetings may be provided for regular meetings.

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

5. Order of business for regular meetings.

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

- Call to Order
- Executive Session
- Approval of the Agenda
- Executive Director's Report
- Public Comment
- Unanimous Consent Calendar
- Special Orders
- Authorizations and Final Actions
- Presentations, Reports, and Staff Briefings
- Questions on Referral to Committee
- Adjournment

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

- (c) Executive session. An executive session closed to the public may be held as described elsewhere in these bylaws for the purposes permitted by state law. When an executive session is held prior to transacting public business pursuant to the procedures in these bylaws, the commission shall reconvene in public session and may again recess into executive session as provided for by law.
- (d) Approval of the agenda. Following convening of the public session of a meeting using the regular order of business, the presiding officer shall call for approval of the day's agenda by putting the question for the revision of the proposed agenda. If any commissioner objects to the day's agenda, the commissioner shall offer an amendment to add to, remove from, or reorder items on the preliminary agenda. If there are no amendments offered for the day's agenda, the proposed agenda shall be deemed approved without objection. Any commissioner present at the time of approval of the agenda may remove an item from the consent calendar for separate consideration and vote. Removal of an item from the consent calendar by a commissioner shall not require a vote of the other commissioners attending the meeting unless the proposal is to remove the item from the day's agenda altogether. Any other amendments to the agenda shall be decided in the order moved and shall require a second to be considered. The approved agenda, including any successful amendments, shall constitute the specific order of the day. Upon approval of the agenda, proposed motions requesting commission approval or authorization on the agenda shall be considered filed with the commission clerk, in the possession of the commission, and shall not be withdrawn or amended except by a vote of a majority of the membership. Further changes to the approved agenda may be made later in the meeting and shall require a two-thirds vote for consideration. Final actions shall not be added to the agendas of special meetings at the time of approval of the agenda.
- (e) Executive director's report. The executive director may make a brief report and announcements to the commission on matters relevant to commission deliberations prior to consideration of the orders of the day.
- (f) Public comment. The commission may accept public comment at a regular or special meeting and shall accept public testimony during public hearings and at other times as required by law. Submission of written comment to the commission shall be encouraged.
- (g) Unanimous consent calendar. Items on the consent calendar shall include routine matters and actions considered by the president to have general consensus of all commissioners, including approval of the minutes of prior meetings available for commission approval. Resolutions may be included on the consent calendar for final adoption if they are routine and considered by the president to have general consensus of all commissioners, have already been introduced on a prior day, and do not require a public hearing or amendment. Items on the consent calendar shall not be subject to discussion or debate and shall be decided by a single vote. Any commissioner present at the time of consideration of approval of the agenda may request removal of an item from the unanimous consent calendar for separate consideration and vote. Items

removed from the consent calendar for separate consideration and vote shall become special orders for the day and shall be taken up following those items previously scheduled for consideration as special orders.

- (h) Special orders. Special orders of business are items designated to be considered at a particular time in the orders of the day. Special orders of business shall be listed on the day's agenda and may include presentations or recognitions of a ceremonial nature, stakeholder engagement sessions, policy roundtables, public hearings, or any actions the commission chooses to take up at a special time on its agenda.
- (i) Authorizations and final actions. Requested authorizations and other final actions requiring a decision by the commission shall be listed on the day's agenda and shall be considered in their regular order. Authorizations and final actions laid on the table may be taken from the table by a vote of a majority of the membership during the same session or shall become special orders of business at the next regular meeting of the commission or at the meeting specified in the motion to lay on the table.
- (j) Presentations, reports, and staff briefings. Presentations not requiring immediate final action shall be considered during the order of presentations, reports, and staff briefings. Final action may be taken on such matters by a majority vote of the membership only when all commissioners are present to participate or participating remotely in the meeting.
- (k) Questions on referral to committee. Matters referred to committees for recommendation in advance of public consideration by the commission may be discharged from committee pursuant to the provisions of Article V.
- (l) Adjournment. Provided there is no further scheduled business to transact, the commission shall adjourn without the need for a motion for adjournment.

6. Special meetings.

- (a) Any meeting held at a time or location other than as described for a regular meeting pursuant to these bylaws constitutes a special meeting of the Port of Seattle Commission. Special meetings may be called at any time by the president or a majority of the membership of port commissioners, provided notice is issued by the commission clerk in the manner prescribed by law not later than 24 hours in advance of the convening time of a special meeting. The date, time, and location for convening such meetings shall be described in the notice for the special meeting as required pursuant to Chapter 42.30 RCW. The call for a special meeting shall include a description of the business to be transacted during the special meeting and final action shall not be taken on any other matter at such meeting. A special meeting may follow the order of business prescribed for a regular meeting.
- (b) Waiver of notice. Written notice issued at least 24 hours in advance of convening a special meeting shall not be required when a special meeting is called to deal with an

emergency involving injury or damage to persons or property as described in RCW 42.30.080. The requirement to issue written notice at least 24 hours in advance of convening a special meeting may be dispensed with in the case of any commissioner who files with the commission clerk a written waiver of notice prior to the convening of such meeting. Such written notice may also be dispensed with as to any commissioner who is actually present at the time of convening the special meeting. The written waiver of notice shall include the commissioner's signature or similar authentication and shall state the date, time, location, and description of the business to be transacted at the special meeting. The commission clerk shall provide forms for executing notice waivers.

- (c) Notice waiver not submitted. Special meetings called with less than 24 hours' written notice shall comply with all requirements of law and these bylaws. Special meetings called to deal with an emergency involving injury or damage to persons or property as described in RCW 42.30.080 do not require 24 hours' written notice. When any other special meeting is called with less than 24 hours' notice, written notice shall be posted as far ahead of convening the meeting as practicable. In such a case, if any commissioner has not filed a written waiver of notice as prescribed in this section, and such commissioner is not present when the special meeting convenes, the special meeting shall immediately adjourn to a time that is at least 24 hours after the actual time of posting the written notice for the meeting. The procedures for adjourning a special meeting are described further in Section 7 below.
 - (d) Special meetings called by a quorum of commissioners. When a majority of the membership of the commission calls a special meeting, the commissioners calling the meeting shall notify the president and commission clerk in writing of their intention to convene the special meeting. The written request shall indicate the place and time for convening the special meeting and a description of the business to be transacted. This information shall be included in the notice for the special meeting pursuant to the notice requirements of law and these bylaws. Final action shall not be taken on any other matter at such meeting. Such a written notification to call a special meeting by a majority of the membership of the commission shall be delivered to the commission clerk at least 25 hours prior to the convening time of such a special meeting. No special meeting called pursuant to the procedures in these bylaws shall commence earlier than 24 hours after the time of posting of the required meeting notice.
 - (e) Special meetings; community engagement. At least twice every year, the commission shall hold special meetings for the purpose of engaging the public in the consideration of matters relevant to the work of the Port of Seattle. The meeting locations, times, and agendas shall be appropriate to the intended participants and shall comply with applicable law and these bylaws.
7. Adjournment or continuation of a public meeting. Regular and special meetings may be adjourned or continued pursuant to the notice requirements of Chapter 42.30 RCW. When a meeting is so adjourned and provided members of the public are present at the time of the adjournment or continuation, the presiding officer or the commission clerk shall announce the place and time to which the meeting is to be adjourned or continued. An

order of adjournment shall be posted on or near the door of the room where the meeting was adjourned or continued immediately following the announcement of adjournment or continuation. If no members of the public are present at the time the meeting is adjourned or continued, the announcement may be dispensed with and a copy of the order shall be posted as described here.

8. Executive sessions.

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

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

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

- (d) Recessing to executive session; public not present. The following procedure shall apply when an executive session is conducted prior to transacting the other business of a regular or special meeting and when the public is not present in the scheduled location of the public meeting. A quorum of port commissioners shall assemble at the location of the executive session. Once the required quorum is present and the published time for convening the regular or special meeting has arrived, the commission clerk shall notify the presiding officer that there are no members of the public assembled in the scheduled location of the public meeting, and the announcement procedures of subsection (c) above may be dispensed with. Under these circumstances, a notice listing the matters to be discussed in executive session and noting the applicable legal exemptions from public deliberation shall be posted on or near the door of the scheduled location of the public meeting. This notice shall include the time previously published for reconvening of the public session of the regular or special meeting as required under Chapter 42.30 RCW.
- (e) Extension of executive session. The following procedure shall apply when an executive session is conducted prior to transacting other public business of a regular or special meeting and the length of the executive session requires extension by more than five minutes. The presiding officer shall return to the public meeting room and announce, or may designate the commission clerk to announce, the extension of the executive session pursuant to the requirements of Chapter 42.30 RCW. The announcement of extension shall include a revised time for reconvening the public session, and a quorum of commissioners shall not reconvene the public session at a time earlier than so announced. When an executive session is so extended, a revised notice listing the updated time for reconvening the public session, the matters to be discussed in executive session, and the applicable legal exemptions from public deliberation shall be posted on or near the door of the scheduled location of the public meeting.

Article V – Committees

1. The commission may at any time establish such standing or special committees as it deems necessary for the transaction of business. Except as otherwise prescribed in these bylaws, the composition and leadership of committees shall be determined by the president. To ensure compliance with Chapter 42.30 RCW and other applicable law related to open public meetings, committees shall include not more than two commissioners and the presence of both commissioners shall be required to establish a quorum for the purpose of conducting the committee's business. Additional committee members may be appointed from among port staff, public stakeholders, or subject matter experts, as appropriate to the scope of the work of the particular committee. Non-commissioners on a committee shall not be counted for purposes of establishing a quorum and shall not vote on any question put to the committee.

2. Charter required. Every committee of the port commission shall be established by adoption of a charter that shall include the following information:
 - (a) The name of the committee;
 - (b) Whether meetings of the committee shall be open to the public;
 - (c) If applicable, a schedule of regular committee meetings;
 - (d) The scope of the committee's work;
 - (e) The extent to which the committee is legally authorized to act on behalf of the commission;
 - (f) Whether the committee is authorized to hold public hearings or other public engagement activities;
 - (g) The duration of the committee's work; and
 - (h) Specific outcomes or recommendations expected of the committee in the conduct of its business.
3. Committee membership. As noted elsewhere in these bylaws, commissioners shall serve on or chair standing of special committees of the port commission and on external boards and commissions. Committee and external board and commission assignments shall be completed by the end of January each year. When there is not consensus among commissioners, the president shall make the appointment. Assignments to committees of the port commission and external boards and commissions may change during the year, and the commission clerk shall maintain an updated list, noting the dates and the nature of any revisions. Changes to such assignments shall be made only after consulting the commissioners affected, and the president shall provide the commission clerk with written notice of any changes.
4. Standing committees. The charter for a standing committee shall be adopted by resolution, and such resolution shall add such committee to the list of standing committees included in these bylaws. Standing committees shall conduct their business in meetings open to the public with notice provided pursuant to Chapter 42.30 RCW and the notice requirements of these bylaws. The standing committees of the Port of Seattle Commission are the following:
 - (a) Audit Committee
5. Special committees. Special committees are those committees established at any time by the commission which have a limited purview and limited duration of existence. The charter of a special committee shall be adopted by a formal written motion and shall include the classes of information specified for inclusion in any committee charter as described in these bylaws. A special committee legally empowered to act on behalf of the

commission, conduct hearings, or take testimony or public comment shall conduct its business in meetings duly noticed and open to the public. Special committees need not meet in public session when their membership is less than a quorum of commissioners and they are not legally authorized to act on behalf of the commission as described above.

6. Referral to committee. Topics that involve establishment or revision of policy directives or governance structures shall be referred to a committee of appropriate purview for recommendations on action by the commission. Other matters may be referred to appropriate committees at the discretion of the commission by public action. If there is no standing or special committee of appropriate purview constituted for the particular matter, one shall be constituted by a charter adopted pursuant to the requirements of these bylaws. Such committee referral shall be made by the president, or may be ordered by the commission by public action. Notwithstanding the timeline set in the committee's charter for consideration and recommendation to the commission, the commission may, by a vote of a majority of its membership, discharge a committee from further consideration of a particular matter. The motion to so discharge shall refer the matter to a different committee or place it on the agenda for commission consideration at an appropriate time.
7. Attendance at committees by additional commissioners. Because the presence of three or more commissioners at any meeting results in the assembly of a quorum of the port commission, commissioners shall refrain from attending committees to which they are not assigned. When circumstances compel attendance of more than two commissioners at a meeting of a standing or select committee, the additional commissioner(s) planning to attend shall notify the commission clerk in writing of their intention to attend the meeting. Notice to the commission clerk shall be provided at least 25 hours in advance of the time set for convening the meeting. The commission clerk shall provide public notice of the committee meeting where a quorum of commissioners will be present pursuant to the requirements of law and these bylaws.
8. Record of committee proceedings and recommendations. Standing and special committees shall keep records of actions taken and assigned during their deliberations and of final recommendations made to the commission. These records shall be prepared by the committee's staff coordinator and shall be authenticated by the signature of the committee chair. The commission clerk shall be the record holder for these records and shall make them available for public review. Final recommendations of standing or special committees shall be placed on the agenda of a commission public meeting as soon as practicable and may be discussed by the commission in public session. Unless prevented from doing so by extenuating circumstances, standing committees shall record their deliberations electronically.

Article VI – Rules of Order

1. Parliamentary authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the commission in all cases to which they are applicable

and in which they are not inconsistent with these bylaws and any special rules of order the commission may adopt.

2. Voting.

(a) It shall be the responsibility of each commissioner to vote on all questions put for action. Commissioners may abstain for any stated reason and shall recuse themselves when appropriate to do so because of the potential of a conflict of interest or because of an actual conflict of interest. Commissioners shall announce their reasons for abstaining or recusing themselves from consideration of a matter pursuant to the requirements of these bylaws. Abstentions are neither “yeas” nor “nays” and shall not be counted as part of the vote of the commission. Commissioners who abstain from the consideration of a matter because of the potential of a conflict of interest or because of an actual conflict of interest shall be subject to rules pertaining to recusal described in Article II, Section 5.

(b) Motion required. The commission shall transact its business only by motion made by any commissioner, including the presiding officer, participating in a public meeting. Motions shall be decided by the vote prescribed by law or these bylaws. The decision of the commission shall be announced by the presiding officer. Only actions in the form of a motion adopted by the required vote shall be binding on the executive director and staff of the Port of Seattle as actions or decisions of the port commission.

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

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

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

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

3. Excusing absences. Those commissioners announced by the presider as excused shall be deemed excused by unanimous consent of the commissioners present provided there is no

objection. Upon receipt of an objection to a commissioner's status as excused or absent, the presider may correct his or her previous announcement. If there is a further objection or if there is any confusion as to the subject commissioner's status as excused or absent, the presider shall put the question for approval to record the subject commissioner as excused.

4. Amendment of questions. Once a motion has been made or a requested action filed by virtue of its inclusion on an approved agenda, it shall be modified only by amendment. Any commissioner, including the presiding officer, may offer an amendment to a question that is subject to amendment. Amendments other than simple amendments to procedural motions shall be offered in writing and their content repeated by the presiding officer prior to taking a vote on the amendment as a subsidiary question. Amendments filed in writing with the commission clerk at least 24 hours prior to the convening of the public meeting during which they are intended to be offered shall require a majority vote of the membership for passage. Amendments offered less than 24 hours prior to the convening of the public meeting during which they are intended to be offered shall require a vote of two-thirds of the membership for passage. Amendments shall be subject to a vote for adoption. An amendment may be adopted by unanimous consent pursuant to the voting procedures of these bylaws provided the amendment is submitted in writing. Amendments adopted by unanimous consent shall be recorded in the minutes as adopted "without objection." Amendments are subsidiary questions and shall be considered after acceptance of a motion and second on the main question to which they are attached and shall be decided before the vote on the main question.
5. Resolutions.
 - (a) The port commission shall take action by resolution for actions that are required by law to be in resolution form; that repeal or amend actions previously taken by resolution; that establish or revise policy directives or governance structures; or that are actions of a legislative character, as defined by law and below.
 - (b) Form of resolutions. Resolutions shall be consecutively numbered and shall include the following components:
 - (i) A title representative of the resolution's intent with reference to all prior resolutions amended or repealed;
 - (ii) A preamble of "whereas" clauses stating the rationale for the action to be taken;
 - (iii) A "resolved" clause organized into sections as needed and asserting the proposed action; and
 - (iv) A section indicating the date of public adoption with places to affix signatures and the impression of the port seal.

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

- (c) Matters of a legislative character. For the purposes of this section, “actions of a legislative character” shall include interagency agreements requiring the corresponding governmental entity to adopt the interagency agreement by ordinance or take similar legislative action.
 - (d) A resolution shall be introduced and adopted by separate votes on the introduction of the resolution and the adoption of the resolution. No resolution shall be adopted on the same day upon which it is introduced, except by unanimous consent of all commissioners as described in these bylaws. Once a motion for introduction of a resolution has been made or a resolution has been filed by its inclusion on an approved agenda, it shall be modified only by amendment. Commissioners may give their consent to adopt a resolution on the same day it is introduced in person at the meeting during which final passage of the resolution is sought or, in the case of commissioners absent from such meeting, by advance written consent. Written consent for a vote on final passage of a resolution at the same meeting as its first introduction shall include the resolution number or series of numbers, a brief description of the resolution(s), the date of the meeting for which such consent is given, and the name and signature or similar authentication of the commissioner giving consent. Such written consent shall be included in the record of the meeting for which the written consent concerning the resolution(s) is granted.
 - (e) The commission clerk shall provide a form for the giving of consent to adoption of a resolution on the same day it is introduced.
 - (f) The commission clerk shall maintain records of adopted resolutions as described in these bylaws.
6. Written motions. Motions that are not procedural in nature shall be submitted in writing for consideration by the commission. Written motions shall include action requests submitted in a commission agenda memorandum and attached to an approved agenda; ceremonial proclamations as described in Section 8 of this article; and amendments to main questions documented on forms provided for that purpose. The commission clerk shall keep a record of adopted formal motions of the Port of Seattle Commission, which shall be sequentially numbered; shall include a brief title and text of the motion and may include a statement in support of the motion; and shall be indexed and made available for public review.
 7. Proclamations. The commission may from time to time take actions of a ceremonial nature by proclamation. Adopted proclamations shall be signed by the commission president and shall have the port seal affixed.
 8. Limitation on debate. As a board of less than twelve members, the Port of Seattle Commission may allow any commissioner to speak multiple times on any subject under consideration. Before a commissioner speaks twice on the same subject, the other commissioners shall have an opportunity to speak on that subject in turn. A motion to limit debate may be made. The motion shall stipulate the amount of time to which commissioner comment will be limited and requires a two-thirds vote for passage.

9. Order and decorum. The presiding officer shall be responsible for maintaining order and decorum during public meetings. Commissioners shall address motions and procedural inquiries to the presiding officer and may address staff and guest presenters directly during consideration of a particular matter, provided they have been recognized by the presider. All persons speaking during consideration of any matter, including commissioners, staff, and members of the public, shall limit remarks to the matter at hand, avoiding personalities, vulgarity, insults, inflammatory language, and other comments not germane to the discussion of the matter at hand. During a public meeting or hearing, commissioners shall refrain from engaging in dialog with speakers offering public comment, but may request further information or consultation from the presiding officer or appropriate staff representative on a topic raised during comment.
10. Rules governing public comment.
 - (a) Persons wishing to address the commission shall sign up to comment on lists provided by the commission clerk and shall identify the specific agenda item or subject to be addressed. Recorded comment and the identity of speakers shall be public records subject to the disclosure requirements of Chapter 42.56 RCW. The names of speakers shall be recorded in the minutes of the public meeting.
 - (b) 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.
 - (c) 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) 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) Disruptions of commission public meetings are prohibited. Disruptions include but are not limited to the following:
 - (i) Refusal of a speaker to comply with the allotted time set for the individual speaker's public comment;
 - (ii) Outbursts from members of the public who have not been recognized by the presiding officer for public comment;

- (iii) Delaying the orderly conduct or progress of the public comment period, including interfering with the testimony of others;
 - (iv) Directing remarks to the audience;
 - (v) Holding or placing of a banner or sign in the commission meeting room in a way that endangers others or obstructs the free flow of persons attending the commission meeting;
 - (vi) Leaving the podium or testimony table to physically approach commissioners or staff during one's public comment, provided that speakers may offer written materials to the commission clerk for distribution before, during, or after their testimony to commissioners and may approach the commission clerk to ask questions or for direction;
 - (vii) Any behavior that disrupts, disturbs, or otherwise impedes attendance at a commission public meeting.
- (f) If a meeting is interrupted by a disruption as described in these bylaws so as to render the orderly conduct of the meeting not feasible, the presiding officer, at the discretion of the commission, may recess the meeting or adjourn the meeting to another location pursuant to the provisions of Article IV, Section 7, of these bylaws and may order the meeting room cleared. If a meeting is adjourned due to a disruption, commissioners and staff shall leave the meeting room until the meeting is reconvened.
11. Questions for which objection requires offering of an amendment. As noted in these bylaws, the following are motions that are normally decided by unanimous consent and which require that objection be accompanied by the offering of an amendment to the main question:
- (a) Approval of the agenda. The form for the question for approval of the agenda shall be put as a call for revisions to the preliminary agenda as proposed, followed by a brief pause. Objection shall take the form of an amendment to add to, remove from, or reorder items on the preliminary agenda.
 - (b) Excusing absences. The form for excusing absences shall be put as an announcement of those present, absent, and excused, followed by a brief pause. Objection shall take the form of an amendment to the presiding officer's announcement. If a vote is taken on whether to record a commissioner as either excused or absent, the question shall be put as a request to show the commissioner "excused."
 - (c) Approval of the minutes. Minutes typically shall be included on the unanimous consent calendar. When removed from the consent calendar for separate consideration, the question shall be on approval of the minutes as proposed and circulated to commissioners in advance. Objection shall take the form of the offering of an amendment to correct the record contained in the minutes as proposed. All

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

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

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

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

Article VII – Amendment of Bylaws

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

APPENDIX A

Typical Forms Called for in the Port of Seattle Commission Bylaws

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

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

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

“I will be unable to attend the port commission public meeting on ___[date]___ , to be held in ___[location]___ , and will not be present when Resolution No. _____ is considered and voted upon by the commission. However, I am familiar with Resolution No. _____ , which relates to ___[subject]___ . In accordance with Article VI, Section 6, of the port commission bylaws, I consent to Resolution No. _____ being introduced on ___[date]___ and being offered for adoption at the same meeting at which it is first introduced. Please proceed with consideration of Resolution No. _____ , and enter this advance written consent in the record of the meeting as required by the bylaws. Commissioner ___[full name]___”

Revision History

- 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.

ⁱ The text was revised on May 30, 2018, to include content adopted December 19, 2017, but accidentally omitted from the published version. The update affected Art. II, Sec. 2, where “described by law” was added after “port powers.”