

1 **RESOLUTION NO. 3742**

2
3 **A RESOLUTION** of the Port Commission of the Port of Seattle adopting bylaws
4 governing the organization and transaction of business of
5 the Port of Seattle Commission and repealing Resolutions
6 No. 3611, 3672, 3673, 3689, 3690, 3733, and all other
7 resolutions dealing with the same subject matter.
8

9 **WHEREAS**, the voters of King County authorized and approved the formation of a port
10 district co-extensive with King County to be known as the Port of Seattle in a special election
11 on September 5, 1911; and
12

13 **WHEREAS**, the Port of Seattle Commission is the legally constituted governing body of
14 the Port of Seattle; and
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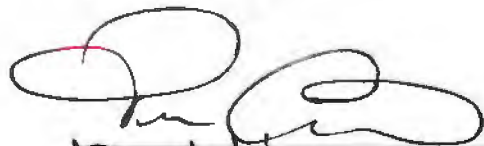
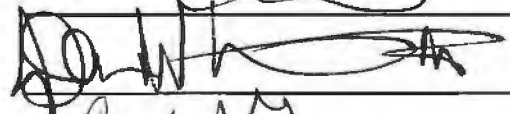
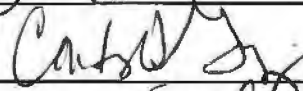
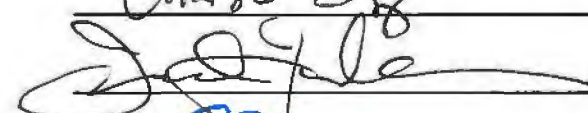
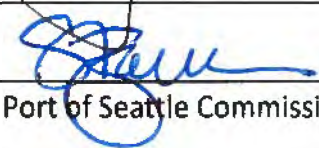
16 **WHEREAS**, the commission now wishes to revise, update, and reorganize its bylaws to
17 reflect its current policies and practices;
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19 **NOW, THEREFORE, BE IT RESOLVED** by the Port Commission of the Port of Seattle that
20 the current Port of Seattle Commission Bylaws, last amended on August 15, 2017, be replaced
21 in their entirety by the text attached as Exhibit A.
22

23 **ADOPTED** by the Port Commission of the Port of Seattle at a duly noticed public meeting
24 thereof, held this 19th day of December, 2017, and duly
25 authenticated in open session by the signatures of the commissioners voting in favor thereof
26 and the seal of the commission.
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TOM ALBREG

JOHN CREIGHTON

COURTNEY GREGOIRE

FRED FELLEMAN

STEPHANIE BOWMAN

Port of Seattle Commission

39 **EXHIBIT A to Resolution 3742**

40
41 **PORT of SEATTLE COMMISSION BYLAWS**

42 As adopted December 19, 2017

43
44 **Article I – Object**

- 45
- 46 1. The Port of Seattle was chartered by the voters of King County as a port district by special
47 election on September 5, 1911, as a special-purpose municipal corporation of the State of
48 Washington. The Port of Seattle Commission is vested with all port powers described by
49 law and governs the Port of Seattle in accordance with state law to fulfill the port's
50 purposes and objectives.
 - 51
 - 52 2. These bylaws constitute the rules governing the transaction of business by the duly elected
53 Port of Seattle Commission. Commissioners shall faithfully, ethically, and transparently
54 perform all duties of office and shall abide by the principle that public service is a public
55 trust. It is the goal of these bylaws to outline the transaction of business in a way that
56 appropriately safeguards the rights of the majority, minority, and individual within the body
57 politic of the Port of Seattle Commission.
 - 58
 - 59 3. Commissioners shall serve the public and the mission of the Port of Seattle as a public
60 agency to create quality jobs throughout the diverse communities of King County by
61 advancing trade and commerce, promoting industrial growth, and stimulating economic
62 development. Commissioners shall advance the port's commitment to create economic
63 opportunity for all, responsibly steward the environment, partner with surrounding
64 communities, promote social responsibility, act transparently, and remain accountable.
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67 **Article II – Commissioners**

- 68
- 69 1. **Membership.** The members of the Port of Seattle Commission shall be those commissioners
70 duly elected pursuant to the laws of the State of Washington. Election and terms of port
71 commissioners shall be pursuant to applicable law. As elected officials, each commissioner
72 shall exercise the responsibilities of office and be accountable to the general public, the
73 citizens of King County, and one another.
 - 74
 - 75 2. **Collegiality.** The commission exercises port powers and governs the Port of Seattle only
76 when a quorum of its membership is assembled in a properly noticed public meeting and
77 action is taken by the required vote. It is the right of the individual or the minority of
78 commissioners to dissent from the will of the majority, just as it is the right of the majority
79 to act by whatever vote is needed for passage of a question. Commissioners are
80 independently elected and have the right to voice personal opinions on matters under
81 consideration or that are pending final action by the commission. Commissioners have the
82 right to express opinions that differ from the decision of the majority of the commission,
83 provided that each commissioner transparently distinguishes his or her individual opinion
84 from the collective decisions of the commission as a body.

85 3. Oath of office. Pursuant to the requirements of RCW 29A.60.280, newly elected
86 commissioners shall take the oath of office required by law during the time period defined
87 by law. The oath shall be administered by a notary public holding the position of
88 commission clerk. Another person qualified to administer oaths may administer the oath of
89 office to newly elected commissioners when compliance with the legally required time
90 period necessitates it. In addition to taking the oath of office required by statute, newly
91 elected commissioners may take their oaths of office in a public ceremony. Provided such
92 commissioners have already taken the oath in the manner required by applicable law, any
93 person may administer the oath during such a ceremony.

94
95 4. Transparency pledge. Annually, prior to the first public meeting of the year, each
96 commissioner shall execute the following transparency pledge:

97
98 As a duly elected Port of Seattle commissioner, I am responsible for ensuring that the
99 Port of Seattle, a public agency of the state of Washington, conducts its business in
100 the open in compliance with the state's Open Public Meetings Act, Chapter 42.30
101 RCW. In fulfillment of my duties to the commission as a body, and in recognition of my
102 responsibilities as an elected official serving the citizens of King County, I give my
103 personal commitment to fostering and maintaining a culture of accountability and
104 transparency within the commission, among Port of Seattle employees, and between
105 the Port of Seattle and the citizens of King County. Therefore, I affirm my commitment
106 to openly governing the Port of Seattle pursuant to the Open Public Meetings Act and
107 the state's Public Records Act (Chapter 42.56 RCW). As a commissioner, I will support
108 and advance policies and practices that increase the Port's openness and
109 accountability and expand citizen access to the port's decision-making consistent with
110 the intent of the Open Public Meetings Act. Signed this ____ day of ____, ____, for
111 the term of January 1 through December 31, ____ . Commissioner ____

112
113 5. Ethical behavior, conflict of interest, recusal procedure.

114
115 (a) Commissioners shall uphold the standard of conduct reflected in the Port of Seattle
116 Statement of Values and further described in the Port of Seattle Code of Ethics and
117 Workplace Conduct and the Port of Seattle Code of Ethics for Port Commissioners.
118 Commissioners shall avoid conflicts of interest and the appearance of conflicts of interest
119 when performing their duties as port commissioners. Procedures related to alleged
120 misconduct and potential conflicts of interest are described in the Port of Seattle Code
121 of Ethics for Port Commissioners, implementation of which is ensured by the
122 commission's officers and an independent Board of Ethics.

123
124 (b) If a potential or actual conflict of interest arises, commissioners shall resolve the conflict
125 pursuant to the requirements of the Code of Ethics for Port Commissioners, including
126 when necessary, recusing themselves from any consideration and voting upon the issue
127 that creates the conflict. When recusing himself or herself, a commissioner shall
128 announce the conflict of interest or the potential conflict of interest prior to
129 deliberation on the matter subject to recusal. Unless a recusing commissioner's
130 presence during a public meeting is required in order to preserve a quorum, the

131 commissioner shall leave the meeting room during consideration of business subject to
132 the conflict issue and may return upon its completion. Abstention from voting does not
133 presume recusal, and is described further in Article VI, Section 2.
134

135 6. Vacancy in office.
136

137 (a) A vacancy in the office of port commissioner may occur as provided in Chapter 42.12
138 RCW or by the port commissioner's nonattendance at meetings of the port commission
139 for a period of 60 days unless the commissioner is excused by the port commission. In
140 the event a vacancy in the office of port commissioner occurs, such vacancy shall be
141 filled in accordance with RCW 53.12.140 pursuant to Chapter 42.12 RCW and other
142 applicable law. The remaining commissioners shall fill the vacancy by appointment no
143 later than 90 days after the creation of the vacancy. If the vacancy is created due to a
144 commissioner resigning his or her position, the commission shall appoint a new
145 commissioner within 90 days of the effective date of the commissioner's resignation.
146

147 (b) Solicitation of applications. Within five business days after receiving notice of a vacancy or
148 the creation of a vacancy, the commission shall solicit applications to fill the vacancy by
149 issuing a press release and posting a request for applications on the Port of Seattle website.
150 Applications shall be solicited from citizens in King County interested in being considered
151 for the appointment. All applications for the appointment shall be submitted to the port
152 commission by the deadline noted in the commission's request for applications.
153

154 (c) Review and selection of candidates. The commission shall review the applications and
155 shall obtain background investigations of the applicants. The commission may conduct
156 interviews in public of the most qualified candidates. The commission shall fill the
157 vacancy by selecting one candidate by majority vote of its membership in a public
158 meeting.
159

160 (d) Vacancy in office of three or more commissioners. When a majority of the
161 commissioner positions fixed by law are vacant, the provisions of RCW 42.12.070 and
162 applicable law shall govern the filling of the vacancies.
163

164 (e) Appointment until the next election. As provided in Chapter 29A.24 RCW, each person
165 appointed to serve in the office of commissioner shall serve until a qualified person is
166 elected at the next election at which a member of the governing body normally would
167 be elected. The person elected shall take office immediately and serve the remainder of
168 the unexpired term.
169

170 7. Outside boards and commissions. Commissioners may serve on external port-related
171 boards and commissions. No more than two commissioners shall serve on the same
172 external board or commission at the same time in order to avoid creating a quorum of
173 commissioners at the meetings of such a board or commission. The commission shall
174 consider the following factors when determining participation and length of service for
175 commissioners on external boards and commissions:
176

- 177 (a) The membership and office-holding requirements of the external boards in question;
178
179 (b) The interests of individual commissioners in serving on various external boards; and
180
181 (c) Whether the port commission is adequately represented on the external boards and
182 commissions needed to effectively advocate for the interests of the Port of Seattle.
183
- 184 8. All commissioners shall serve at least one, one-year term on the commission's audit
185 committee prior to the completion of their fourth year in office.
186
- 187 9. Oversight and review of the executive director. As a body, the commission provides
188 oversight and review of the performance of the executive director in accordance with the
189 executive director's employment agreement.
190
- 191 10. Review of staff reporting to both the commission and the executive director (dual reports).
192 In addition to oversight of the executive director and direct reports of the office of the
193 commission, the commission as a body provides input to the executive director in executive
194 session regarding the performance of those employees who report directly to the executive
195 director. In particular, the commission as a body provides review of the general counsel and
196 public affairs senior director, who report dually to the commission and the executive
197 director.
198
199

200 **Article III – Officers**

- 201
- 202 1. All officers shall serve at the pleasure of the Port of Seattle Commission and shall carry out
203 the responsibilities described in these bylaws. Commission officers may be censured or
204 removed from office at any public meeting of the port commission legally convened in
205 accordance with applicable laws and these bylaws. The Code of Ethics for Port
206 Commissioners shall identify the procedures for addressing complaints of misconduct,
207 abuse of authority, and neglect of the duties of office by officers. If a majority of the
208 commissioners determine that an officer should be censured or removed from office, this
209 decision shall require a vote of the majority of commissioners as prescribed by applicable
210 law and these bylaws.
211
- 212 2. Election. At the first meeting of each calendar year, the commission shall elect a vice
213 president and secretary. The vice president shall succeed to the office of president in the
214 following calendar year at the expiration of his or her term as vice president.
215
- 216 3. Term of office. An officer's term shall run from the date of election until the end of the
217 calendar year.
218
- 219 4. Commission officer vacancy.
- 220
- 221 (a) In the event that a commission officer resigns or is removed from the office of
222 president, vice president, or secretary, a commissioner may be selected to serve out the

223 officer's uncompleted term and shall so serve until the end of the calendar year. When
224 such vacancies arise, they may be filled at any regular or special meeting of the
225 commission. During the temporary absence of any commission officer, the officer next
226 in line shall assume the duties of the absent officer in an acting capacity in the following
227 order of succession, provided that this order of succession does not apply to meetings
228 of committees composed of fewer than a quorum of the port commission:
229

230 (b) In the physical absence of the president, the vice president temporarily shall assume
231 the duties of the president.
232

233 (c) In the physical absence of the vice president, the secretary temporarily shall assume the
234 duties of the vice president.
235

236 (d) In the physical absence of both the president and vice president, the secretary
237 temporarily shall assume the duties of the president.
238

239 5. Duties of the president.
240

241 (a) Order and decorum. The president shall preside over all public meetings and executive
242 sessions of the Port of Seattle Commission and shall be responsible for maintaining
243 order and decorum in accordance with the provisions of these bylaws.
244

245 (b) Preliminary agenda. The president shall authorize the formation of the commission's
246 preliminary public meeting agenda and shall propose the agenda for commission
247 approval on the day of the meeting in the appropriate order of business.
248

249 (c) Notice of meetings. The president shall authorize the issuance of such legal notices of
250 public meetings as may be required by law and these bylaws.
251

252 (d) Oversight of the office of the commission. In consultation with the commission, the
253 president shall provide oversight and review of the performance of the commission
254 chief of staff. The commission chief of staff shall be responsible for the organization and
255 management of the office of the commission. The commission chief of staff shall
256 consult with the commission regarding the performance evaluation, hiring, and firing of
257 staff of the office of the commission.
258

259 (e) Oversight of staff reporting to both the commission and the executive director (dual
260 reports). On behalf of the commission and in concert with the executive director, the
261 president shall provide oversight to the general counsel and public affairs director, who
262 report dually to the commission and the executive director. The president shall serve as
263 the commission's primary point of contact to these positions.
264

265 (f) Commission spokesperson. The president shall be the spokesperson for the commission
266 in expressing views held collectively by the Port of Seattle Commission that have been
267 established by action taken in public session or that are consistent with the policies,
268 statements, and actions of the port commission. The president may delegate this role

269 on a case-by-case basis. The president shall make reasonable efforts to consult with
270 another commissioner prior to making public statements on behalf of the commission.
271 When the president expresses his or her own individual opinions, he or she shall refrain
272 from using the title of commission president in such a context.
273

274 (g) Signature of instruments. On behalf of the commission, the president shall sign all
275 proclamations adopted in public session. The president shall execute all agreements
276 required in the normal course of fulfilling his or her duties. The president shall sign all
277 official correspondence and other instruments on behalf of the commission that are
278 consistent with the opinions or policy direction of the commission established by public
279 action.
280

281 (h) Other duties of the president. The president shall perform other duties incidental to the
282 office of the president, as established from time to time by the commission.
283

284 6. Duties of the vice president.
285

286 (a) Succession to president. The vice president shall succeed to the office of president at
287 the expiration of his or her term as vice president. If he or she is unable to fill the office
288 of president at that time, the commission shall elect another commissioner to serve as
289 president. The motion to elect a president under these circumstances may be offered at
290 any regular or special meeting.
291

292 (b) Audit committee chair. The vice president shall serve as chair of the commission's audit
293 committee. The audit committee participates directly in the oversight and review of the
294 performance of the internal audit director in accordance with policy directives related
295 to Port of Seattle salaries and benefits. In consultation with the audit committee, the
296 vice president shall contribute to the chief financial officer's performance review of the
297 internal audit director.
298

299 (c) Other duties of the vice president. The vice president shall perform other duties
300 incidental to the office of the vice president, as established from time to time by the
301 commission.
302

303 7. Duties of the secretary.
304

305 (a) The secretary shall oversee the proper recording of official actions of the Port of Seattle
306 Commission and shall oversee the distribution, retention, and disposition of such
307 records as described in these bylaws. To carry out this responsibility, the secretary shall
308 coordinate with a commission clerk. The secretary shall present minutes for approval to
309 the commission and shall attest to the authenticity of approved minutes by signature.
310 When the secretary is physically absent, the presiding officer shall so attest.
311

312 (b) Other duties of the secretary. The secretary shall perform other duties incidental to the
313 office of the secretary, as established from time to time by the commission.
314

315 8. Duties of the commission clerk.

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- (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

- 361 submission to the recorder's office. The provisions of this section are intended to
362 ensure compliance with legal requirements and do not preclude additional public oath-
363 of-office ceremonies.
364
- 365 (h) Notice of adjournment. When circumstances prevent assembly of a quorum of port
366 commissioners at the scheduled place or time, the commission clerk shall call the
367 scheduled meeting to order exclusively for the purpose of adjourning to another time
368 or location and shall ensure the posting of a notice of adjournment as described
369 elsewhere in these bylaws.
370
- 371 (i) Public comment. When the public is invited to comment pursuant to the provisions of
372 law or these bylaws, the commission clerk shall assemble a list of speakers.
373
- 374 (j) Roll-call votes. When a vote by roll call is required pursuant to the rules of order, the
375 commission clerk shall call the roll, announce the result to the presiding officer, and
376 record the votes so cast. The presiding officer shall announce the decision of the
377 commission on any motion.
378
- 379 (k) Parliamentarian. When questions of order arise, the commission clerk may advise the
380 presiding officer at the officer's discretion based on the commission's rules of order and
381 established parliamentary authority.
382
- 383 (l) Other duties of the clerk. The commission clerk shall perform other duties consistent
384 with the responsibilities of a municipal clerk as may be required from time to time.
385
- 386 (m) Delegation of duties. The duties of the commission clerk may be performed on a
387 temporary basis by a deputy commission clerk or suitable delegate, as circumstances
388 require.
389

390
391 **Article IV – Meetings**
392

393 **1. Public meetings.**
394

- 395 (a) All meetings of a quorum of port commissioners shall be open to the public as required
396 by law and these bylaws; provided deliberations may be closed to the public pursuant
397 to the exemptions provided for explicitly in state law and in accordance with the
398 procedures required by statute and these bylaws.
399
- 400 (b) Record of proceedings. A record of all actions of the port commission taken during its
401 public meetings shall be kept by the commission clerk and shall be made available to
402 the public in the form of minutes approved by the port commission. When the
403 commission has approved the minutes of a meeting, the minutes so approved shall
404 represent the sole, final, and considered determination of the commission as to the
405 actions contained therein, superseding all statements made by commissioners at the

406 meeting. Unless prevented by extenuating circumstances, regular meetings shall, and
407 special meetings may, be recorded electronically.
408

- 409 2. Quorum. A majority of the persons holding the office of port commissioner at any time
410 shall constitute a quorum of the port commission for the transaction of business. No
411 business of the port commission shall be transacted unless there are in office at least a
412 majority of the full number of commissioners fixed by law. No action defined by statute as
413 the transaction of the official business of a public agency shall occur in the absence of a
414 quorum. In the absence of a quorum, individual commissioners may participate in
415 informational presentations. Such presentations are not deliberations of the Port of Seattle
416 Commission, and comments made by individual commissioners in the absence of a quorum
417 are advisory only and are not binding on the executive director or staff of the Port of
418 Seattle in the same manner as are actions or decisions of the port commission. In the event
419 a public meeting is interrupted by the loss of a quorum of commissioners, the presiding
420 officer shall announce that the commission meeting has been adjourned or recessed due to
421 the absence of a quorum before continuing with further informational presentations.
422

423 3. Absences.
424

- 425 (a) The failure of a port commissioner to attend port commission meetings for a period of 60
426 days, unless excused by the commission, shall constitute a vacancy in office as described
427 in RCW 53.12.140. If a port commissioner is absent from port commission meetings in
428 order to attend to other port business, such absences shall be deemed excused. Absences
429 shall be noted in the meeting minutes as either "excused" or "absent."
430

- 431 (b) Remote participation. Commissioners shall attend public meetings of the Port of Seattle
432 Commission in person unless prevented from doing so by extenuating circumstances.
433 Commissioners who are unable to attend in person may participate in meeting
434 deliberations electronically or by telephone, provided the commissioner can interact in
435 the deliberations and can be heard by the other commissioners and others attending
436 the meeting. Commissioners participating in a meeting remotely shall be counted for
437 purposes of establishing a quorum and shall vote on all matters put for a decision
438 during the meeting. Except in cases of special meetings called to deal with an
439 emergency involving injury or damage to persons or property or the likelihood of such
440 injury or damage as described in RCW 42.30.080, at least one commissioner shall be
441 physically present to preside over a public meeting when other commissioners are
442 participating electronically or by telephone.
443

444 4. Regular meetings.
445

- 446 (a) Date, place, and time. Regular meetings of the Port of Seattle Commission shall be held
447 on the second and fourth Tuesdays of every month except December. In December,
448 regular meetings shall be held on the second and third Tuesdays. The meeting held on
449 the second Tuesday of the month shall be held at port headquarters at Pier 69, 2711
450 Alaskan Way, Seattle, Washington. When a regular meeting is held on the fourth
451 Tuesday of the month, it shall be held at the conference center at Seattle-Tacoma

452 International Airport, 17801 International Boulevard, Seattle, Washington. The meeting
453 held on the third Tuesday of December shall be held at the conference center at
454 Seattle-Tacoma International Airport, 17801 International Boulevard, Seattle,
455 Washington. Regular public meetings shall be convened at 12:00 noon. When an
456 executive session is to be held, the regular meeting may convene at 11:00 a.m. and
457 shall immediately recess to an executive session that shall be closed to the public, after
458 which the public session shall reconvene at 12:00 noon. When a regular meeting falls on
459 a holiday, such regular meeting shall be rescheduled as soon as possible thereafter.
460 Regular public meetings held pursuant to the schedule described in this section shall
461 not require additional publication of notice; however, notice similar to that provided for
462 special meetings may be provided for regular meetings.
463

- 464 (b) Cancellation. Regular or special meetings may be cancelled by authorization of the
465 president or by written request of a majority of the membership of the commission. Such
466 a request shall be provided to the president and the commission clerk at least 25 hours in
467 advance of the scheduled convening time of the meeting to be cancelled. The
468 commission clerk shall issue notice of such cancellations no later than 24 hours in
469 advance of the scheduled convening time pursuant to the same procedures required for
470 notice of special meetings. Meetings requiring cancellation less than 24 hours in advance
471 of the scheduled convening time due to extenuating circumstances shall be convened at
472 the scheduled time and immediately adjourned as otherwise provided for in this section.
473

474 5. Order of business for regular meetings.

- 475
476 (a) The order of business for regular meetings shall be as follows, subject to the conditions
477 specified in this section:
478

479 Call to Order
480 Executive Session
481 Approval of the Agenda
482 Executive Director's Report
483 Public Comment
484 Unanimous Consent Calendar
485 Special Orders
486 Authorizations and Final Actions
487 Presentations, Reports, and Staff Briefings
488 Questions on Referral to Committee
489 Adjournment
490

- 491 (b) Call to order. At the time specified by notice or these bylaws, the presiding officer shall
492 call the meeting to order, announce the date, location, and convening time, and
493 announce the presence of those commissioners constituting a quorum. When using the
494 regular order of business, upon establishing a quorum, the presiding officer shall
495 announce any absences and shall lead the commissioners and public assembled in
496 reciting the Pledge of Allegiance to the Flag before continuing with other public business.
497

- 498 (c) Executive session. An executive session closed to the public may be held as described
499 elsewhere in these bylaws for the purposes permitted by state law. When an executive
500 session is held prior to transacting public business pursuant to the procedures in these
501 bylaws, the commission shall reconvene in public session and may again recess into
502 executive session as provided for by law.
503
- 504 (d) Approval of the agenda. Following convening of the public session of a meeting using
505 the regular order of business, the presiding officer shall call for approval of the day's
506 agenda by putting the question for the revision of the proposed agenda. If any
507 commissioner objects to the day's agenda, the commissioner shall offer an amendment
508 to add to, remove from, or reorder items on the preliminary agenda. If there are no
509 amendments offered for the day's agenda, the proposed agenda shall be deemed
510 approved without objection. Any commissioner present at the time of approval of the
511 agenda may remove an item from the consent calendar for separate consideration and
512 vote. Removal of an item from the consent calendar by a commissioner shall not
513 require a vote of the other commissioners attending the meeting unless the proposal is
514 to remove the item from the day's agenda altogether. Any other amendments to the
515 agenda shall be decided in the order moved and shall require a second to be
516 considered. The approved agenda, including any successful amendments, shall
517 constitute the specific order of the day. Upon approval of the agenda, proposed
518 motions requesting commission approval or authorization on the agenda shall be
519 considered filed with the commission clerk, in the possession of the commission, and
520 shall not be withdrawn or amended except by a vote of a majority of the membership.
521 Further changes to the approved agenda may be made later in the meeting and shall
522 require a two-thirds vote for consideration. Final actions shall not be added to the
523 agendas of special meetings at the time of approval of the agenda.
524
- 525 (e) Executive director's report. The executive director may make a brief report and
526 announcements to the commission on matters relevant to commission deliberations
527 prior to consideration of the orders of the day.
528
- 529 (f) Public comment. The commission may accept public comment at a regular or special
530 meeting and shall accept public testimony during public hearings and at other times as
531 required by law. Submission of written comment to the commission shall be
532 encouraged.
533
- 534 (g) Unanimous consent calendar. Items on the consent calendar shall include routine
535 matters and actions considered by the president to have general consensus of all
536 commissioners, including approval of the minutes of prior meetings available for
537 commission approval. Resolutions may be included on the consent calendar for final
538 adoption if they are routine and considered by the president to have general consensus
539 of all commissioners, have already been introduced on a prior day, and do not require a
540 public hearing or amendment. Items on the consent calendar shall not be subject to
541 discussion or debate and shall be decided by a single vote. Any commissioner present at
542 the time of consideration of approval of the agenda may request removal of an item
543 from the unanimous consent calendar for separate consideration and vote. Items

544 removed from the consent calendar for separate consideration and vote shall become
545 special orders for the day and shall be taken up following those items previously
546 scheduled for consideration as special orders.
547

548 (h) Special orders. Special orders of business are items designated to be considered at a
549 particular time in the orders of the day. Special orders of business shall be listed on the
550 day's agenda and may include presentations or recognitions of a ceremonial nature,
551 stakeholder engagement sessions, policy roundtables, public hearings, or any actions
552 the commission chooses to take up at a special time on its agenda.
553

554 (i) Authorizations and final actions. Requested authorizations and other final actions
555 requiring a decision by the commission shall be listed on the day's agenda and shall be
556 considered in their regular order. Authorizations and final actions laid on the table may
557 be taken from the table by a vote of a majority of the membership during the same
558 session or shall become special orders of business at the next regular meeting of the
559 commission or at the meeting specified in the motion to lay on the table.
560

561 (j) Presentations, reports, and staff briefings. Presentations not requiring immediate final
562 action shall be considered during the order of presentations, reports, and staff
563 briefings. Final action may be taken on such matters by a majority vote of the
564 membership only when all commissioners are present to participate or participating
565 remotely in the meeting.
566

567 (k) Questions on referral to committee. Matters referred to committees for
568 recommendation in advance of public consideration by the commission may be
569 discharged from committee pursuant to the provisions of Article V.
570

571 (l) Adjournment. Provided there is no further scheduled business to transact, the
572 commission shall adjourn without the need for a motion for adjournment.
573

574 6. Special meetings.

575

576 (a) Any meeting held at a time or location other than as described for a regular meeting
577 pursuant to these bylaws constitutes a special meeting of the Port of Seattle
578 Commission. Special meetings may be called at any time by the president or a majority
579 of the membership of port commissioners, provided notice is issued by the commission
580 clerk in the manner prescribed by law not later than 24 hours in advance of the
581 convening time of a special meeting. The date, time, and location for convening such
582 meetings shall be described in the notice for the special meeting as required pursuant
583 to Chapter 42.30 RCW. The call for a special meeting shall include a description of the
584 business to be transacted during the special meeting and final action shall not be taken
585 on any other matter at such meeting. A special meeting may follow the order of
586 business prescribed for a regular meeting.
587

588 (b) Waiver of notice. Written notice issued at least 24 hours in advance of convening a
589 special meeting shall not be required when a special meeting is called to deal with an

590 emergency involving injury or damage to persons or property as described in
591 RCW 42.30.080. The requirement to issue written notice at least 24 hours in advance of
592 convening a special meeting may be dispensed with in the case of any commissioner
593 who files with the commission clerk a written waiver of notice prior to the convening of
594 such meeting. Such written notice may also be dispensed with as to any commissioner
595 who is actually present at the time of convening the special meeting. The written waiver
596 of notice shall include the commissioner's signature or similar authentication and shall
597 state the date, time, location, and description of the business to be transacted at the
598 special meeting. The commission clerk shall provide forms for executing notice waivers.
599

600 (c) Notice waiver not submitted. Special meetings called with less than 24 hours' written
601 notice shall comply with all requirements of law and these bylaws. Special meetings
602 called to deal with an emergency involving injury or damage to persons or property as
603 described in RCW 42.30.080 do not require 24 hours' written notice. When any other
604 special meeting is called with less than 24 hours' notice, written notice shall be posted
605 as far ahead of convening the meeting as practicable. In such a case, if any
606 commissioner has not filed a written waiver of notice as prescribed in this section, and
607 such commissioner is not present when the special meeting convenes, the special
608 meeting shall immediately adjourn to a time that is at least 24 hours after the actual
609 time of posting the written notice for the meeting. The procedures for adjourning a
610 special meeting are described further in Section 7 below.
611

612 (d) Special meetings called by a quorum of commissioners. When a majority of the
613 membership of the commission calls a special meeting, the commissioners calling the
614 meeting shall notify the president and commission clerk in writing of their intention to
615 convene the special meeting. The written request shall indicate the place and time for
616 convening the special meeting and a description of the business to be transacted. This
617 information shall be included in the notice for the special meeting pursuant to the
618 notice requirements of law and these bylaws. Final action shall not be taken on any
619 other matter at such meeting. Such a written notification to call a special meeting by a
620 majority of the membership of the commission shall be delivered to the commission
621 clerk at least 25 hours prior to the convening time of such a special meeting. No special
622 meeting called pursuant to the procedures in these bylaws shall commence earlier than
623 24 hours after the time of posting of the required meeting notice.
624

625 (e) Special meetings; community engagement. At least twice every year, the commission
626 shall hold special meetings for the purpose of engaging the public in the consideration
627 of matters relevant to the work of the Port of Seattle. The meeting locations, times, and
628 agendas shall be appropriate to the intended participants and shall comply with
629 applicable law and these bylaws.
630

631 7. Adjournment or continuation of a public meeting. Regular and special meetings may be
632 adjourned or continued pursuant to the notice requirements of Chapter 42.30 RCW. When
633 a meeting is so adjourned and provided members of the public are present at the time of
634 the adjournment or continuation, the presiding officer or the commission clerk shall
635 announce the place and time to which the meeting is to be adjourned or continued. An

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

641

642 8. Executive sessions.

643

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

650

651 (b) Recording of executive sessions. Executive sessions shall be recorded electronically, and
652 the general counsel shall be the record holder of the original recordings. Executive
653 sessions held for the purpose of discussing evaluation of qualifications for public
654 employment or review of the performance of a public employee as described in RCW
655 42.30.110(1)(g) shall be exempt from the recording requirements of this section.
656 Executive sessions held to discuss other matters authorized by RCW 42.30.110 may be
657 made exempt from recording by a motion decided in public session prior to convening
658 the executive session. The extent to which the executive session or parts thereof shall
659 be exempt from recording shall be stated in the motion to exempt from recording.
660 Outside counsel annually shall monitor the commission's compliance with Chapter
661 42.30 RCW – the Open Public Meetings Act – and other laws by reviewing recordings of
662 commission executive sessions on a representative sampling basis.

663

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

682 (d) Recessing to executive session; public not present. The following procedure shall apply
683 when an executive session is conducted prior to transacting the other business of a
684 regular or special meeting and when the public is not present in the scheduled location
685 of the public meeting. A quorum of port commissioners shall assemble at the location
686 of the executive session. Once the required quorum is present and the published time
687 for convening the regular or special meeting has arrived, the commission clerk shall
688 notify the presiding officer that there are no members of the public assembled in the
689 scheduled location of the public meeting, and the announcement procedures of
690 subsection (c) above may be dispensed with. Under these circumstances, a notice listing
691 the matters to be discussed in executive session and noting the applicable legal
692 exemptions from public deliberation shall be posted on or near the door of the
693 scheduled location of the public meeting. This notice shall include the time previously
694 published for reconvening of the public session of the regular or special meeting as
695 required under Chapter 42.30 RCW.

696
697 (e) Extension of executive session. The following procedure shall apply when an executive
698 session is conducted prior to transacting other public business of a regular or special
699 meeting and the length of the executive session requires extension by more than five
700 minutes. The presiding officer shall return to the public meeting room and announce, or
701 may designate the commission clerk to announce, the extension of the executive
702 session pursuant to the requirements of Chapter 42.30 RCW. The announcement of
703 extension shall include a revised time for reconvening the public session, and a quorum
704 of commissioners shall not reconvene the public session at a time earlier than so
705 announced. When an executive session is so extended, a revised notice listing the
706 updated time for reconvening the public session, the matters to be discussed in
707 executive session, and the applicable legal exemptions from public deliberation shall be
708 posted on or near the door of the scheduled location of the public meeting.
709

710 711 **Article V – Committees**

- 712
713 1. The commission may at any time establish such standing or special committees as it deems
714 necessary for the transaction of business. Except as otherwise prescribed in these bylaws,
715 the composition and leadership of committees shall be determined by the president. To
716 ensure compliance with Chapter 42.30 RCW and other applicable law related to open public
717 meetings, committees shall include not more than two commissioners and the presence of
718 both commissioners shall be required to establish a quorum for the purpose of conducting
719 the committee's business. Additional committee members may be appointed from among
720 port staff, public stakeholders, or subject matter experts, as appropriate to the scope of the
721 work of the particular committee. Non-commissioners on a committee shall not be counted
722 for purposes of establishing a quorum and shall not vote on any question put to the
723 committee.
724

- 725 2. Charter required. Every committee of the port commission shall be established by adoption
726 of a charter that shall include the following information:
727
728 (a) The name of the committee;
729
730 (b) Whether meetings of the committee shall be open to the public;
731
732 (c) If applicable, a schedule of regular committee meetings;
733
734 (d) The scope of the committee's work;
735
736 (e) The extent to which the committee is legally authorized to act on behalf of the
737 commission;
738
739 (f) Whether the committee is authorized to hold public hearings or other public
740 engagement activities;
741
742 (g) The duration of the committee's work; and
743
744 (h) Specific outcomes or recommendations expected of the committee in the conduct of its
745 business.
746
- 747 3. Committee membership. As noted elsewhere in these bylaws, commissioners shall serve on
748 or chair standing of special committees of the port commission and on external boards and
749 commissions. Committee and external board and commission assignments shall be
750 completed by the end of January each year. When there is not consensus among
751 commissioners, the president shall make the appointment. Assignments to committees of
752 the port commission and external boards and commissions may change during the year,
753 and the commission clerk shall maintain an updated list, noting the dates and the nature of
754 any revisions. Changes to such assignments shall be made only after consulting the
755 commissioners affected, and the president shall provide the commission clerk with written
756 notice of any changes.
757
- 758 4. Standing committees. The charter for a standing committee shall be adopted by resolution,
759 and such resolution shall add such committee to the list of standing committees included in
760 these bylaws. Standing committees shall conduct their business in meetings open to the
761 public with notice provided pursuant to Chapter 42.30 RCW and the notice requirements of
762 these bylaws. The standing committees of the Port of Seattle Commission are the following:
763
764 (a) Audit Committee
765
- 766 5. Special committees. Special committees are those committees established at any time by
767 the commission which have a limited purview and limited duration of existence. The
768 charter of a special committee shall be adopted by a formal written motion and shall
769 include the classes of information specified for inclusion in any committee charter as
770 described in these bylaws. A special committee legally empowered to act on behalf of the

771 commission, conduct hearings, or take testimony or public comment shall conduct its
772 business in meetings duly noticed and open to the public. Special committees need not
773 meet in public session when their membership is less than a quorum of commissioners and
774 they are not legally authorized to act on behalf of the commission as described above.
775

776 6. Referral to committee. Topics that involve establishment or revision of policy directives or
777 governance structures shall be referred to a committee of appropriate purview for
778 recommendations on action by the commission. Other matters may be referred to
779 appropriate committees at the discretion of the commission by public action. If there is no
780 standing or special committee of appropriate purview constituted for the particular matter,
781 one shall be constituted by a charter adopted pursuant to the requirements of these
782 bylaws. Such committee referral shall be made by the president, or may be ordered by the
783 commission by public action. Notwithstanding the timeline set in the committee's charter
784 for consideration and recommendation to the commission, the commission may, by a vote
785 of a majority of its membership, discharge a committee from further consideration of a
786 particular matter. The motion to so discharge shall refer the matter to a different
787 committee or place it on the agenda for commission consideration at an appropriate time.
788

789 7. Attendance at committees by additional commissioners. Because the presence of three or
790 more commissioners at any meeting results in the assembly of a quorum of the port
791 commission, commissioners shall refrain from attending committees to which they are not
792 assigned. When circumstances compel attendance of more than two commissioners at a
793 meeting of a standing or select committee, the additional commissioner(s) planning to
794 attend shall notify the commission clerk in writing of their intention to attend the meeting.
795 Notice to the commission clerk shall be provided at least 25 hours in advance of the time
796 set for convening the meeting. The commission clerk shall provide public notice of the
797 committee meeting where a quorum of commissioners will be present pursuant to the
798 requirements of law and these bylaws.
799

800 8. Record of committee proceedings and recommendations. Standing and special
801 committees shall keep records of actions taken and assigned during their deliberations
802 and of final recommendations made to the commission. These records shall be prepared
803 by the committee's staff coordinator and shall be authenticated by the signature of the
804 committee chair. The commission clerk shall be the record holder for these records and
805 shall make them available for public review. Final recommendations of standing or special
806 committees shall be placed on the agenda of a commission public meeting as soon as
807 practicable and may be discussed by the commission in public session. Unless prevented
808 from doing so by extenuating circumstances, standing committees shall record their
809 deliberations electronically.
810

811 **Article VI – Rules of Order**

812 1. Parliamentary authority. The rules contained in the current edition of Robert's Rules of
813 Order Newly Revised shall govern the commission in all cases to which they are applicable
814
815

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

818
819 2. Voting.

820
821 (a) It shall be the responsibility of each commissioner to vote on all questions put for
822 action. Commissioners may abstain for any stated reason and shall recuse themselves
823 when appropriate to do so because of the potential of a conflict of interest or because
824 of an actual conflict of interest. Commissioners shall announce their reasons for
825 abstaining or recusing themselves from consideration of a matter pursuant to the
826 requirements of these bylaws. Abstentions are neither "yeas" nor "nays" and shall not
827 be counted as part of the vote of the commission. Commissioners who abstain from the
828 consideration of a matter because of the potential of a conflict of interest or because of
829 an actual conflict of interest shall be subject to rules pertaining to recusal described in
830 Article II, Section 5.

831
832 (b) Motion required. The commission shall transact its business only by motion made by
833 any commissioner, including the presiding officer, participating in a public meeting.
834 Motions shall be decided by the vote prescribed by law or these bylaws. The decision of
835 the commission shall be announced by the presiding officer. Only actions in the form of
836 a motion adopted by the required vote shall be binding on the executive director and
837 staff of the Port of Seattle as actions or decisions of the port commission.

838
839 (c) Motions to be seconded. Motions shall require a second to be considered, unless
840 exempt from the need for a second by the adopted parliamentary authority or the
841 provisions of these bylaws.

842
843 (d) Majority vote. In all cases where a majority vote is required for passage of any question,
844 it shall require an affirmative vote of a majority of the commission's membership to
845 pass.

846
847 (e) Voting procedure. A vote by voice shall be sufficient for the passage of any matter,
848 provided any commissioner may call for a vote by roll call as described in Article III,
849 Section 8. Votes shall be indicated by "yea" for approval or "nay" for objection.

850
851 (f) Unanimous consent. The commission may act by unanimous consent if it is the presiding
852 officer's opinion that there is general approval for it among commissioners. In such
853 cases "yeas" and "nays" need not be called for, provided the presider calls for
854 objections and no objections are voiced. Actions taken by unanimous consent are
855 decisions of the commission. The outcome of an action taken by unanimous consent
856 shall be announced by the presider and shall be recorded in the minutes as taken
857 "without objection." A single objection to action by unanimous consent shall put the
858 question to a voice vote, or, if requested by any commissioner, a roll-call vote.

859
860 3. Excusing absences. Those commissioners announced by the presider as excused shall be
861 deemed excused by unanimous consent of the commissioners present provided there is no

862 objection. Upon receipt of an objection to a commissioner's status as excused or absent, the
863 presider may correct his or her previous announcement. If there is a further objection or if
864 there is any confusion as to the subject commissioner's status as excused or absent, the
865 presider shall put the question for approval to record the subject commissioner as excused.
866

- 867 4. Amendment of questions. Once a motion has been made or a requested action filed by
868 virtue of its inclusion on an approved agenda, it shall be modified only by amendment. Any
869 commissioner, including the presiding officer, may offer an amendment to a question that
870 is subject to amendment. Amendments other than simple amendments to procedural
871 motions shall be offered in writing and their content repeated by the presiding officer prior
872 to taking a vote on the amendment as a subsidiary question. Amendments filed in writing
873 with the commission clerk at least 24 hours prior to the convening of the public meeting
874 during which they are intended to be offered shall require a majority vote of the
875 membership for passage. Amendments offered less than 24 hours prior to the convening of
876 the public meeting during which they are intended to be offered shall require a vote of
877 two-thirds of the membership for passage. Amendments shall be subject to a vote for
878 adoption. An amendment may be adopted by unanimous consent pursuant to the voting
879 procedures of these bylaws provided the amendment is submitted in writing. Amendments
880 adopted by unanimous consent shall be recorded in the minutes as adopted "without
881 objection." Amendments are subsidiary questions and shall be considered after acceptance
882 of a motion and second on the main question to which they are attached and shall be
883 decided before the vote on the main question.
884

885 5. Resolutions.
886

- 887 (a) The port commission shall take action by resolution for actions that are required by law
888 to be in resolution form; that repeal or amend actions previously taken by resolution;
889 that establish or revise policy directives or governance structures; or that are actions of
890 a legislative character, as defined by law and below.
891
- 892 (b) Form of resolutions. Resolutions shall be consecutively numbered and shall include the
893 following components:
894
- 895 (i) A title representative of the resolution's intent with reference to all prior
896 resolutions amended or repealed;
 - 897 (ii) A preamble of "whereas" clauses stating the rationale for the action to be taken;
 - 898 (iii) A "resolved" clause organized into sections as needed and asserting the proposed
899 action; and
 - 900 (iv) A section indicating the date of public adoption with places to affix signatures and
901 the impression of the port seal.
902

903 The commission clerk shall maintain a form for drafting of resolutions as approved for
904 use by legal counsel.
905

- 906 (c) Matters of a legislative character. For the purposes of this section, "actions of a
907 legislative character" shall include interagency agreements requiring the corresponding

908 governmental entity to adopt the interagency agreement by ordinance or take similar
909 legislative action.
910

(d) A resolution shall be introduced and adopted by separate votes on the introduction of
911 the resolution and the adoption of the resolution. No resolution shall be adopted on the
912 same day upon which it is introduced, except by unanimous consent of all
913 commissioners as described in these bylaws. Once a motion for introduction of a
914 resolution has been made or a resolution has been filed by its inclusion on an approved
915 agenda, it shall be modified only by amendment. Commissioners may give their consent
916 to adopt a resolution on the same day it is introduced in person at the meeting during
917 which final passage of the resolution is sought or, in the case of commissioners absent
918 from such meeting, by advance written consent. Written consent for a vote on final
919 passage of a resolution at the same meeting as its first introduction shall include the
920 resolution number or series of numbers, a brief description of the resolution(s), the
921 date of the meeting for which such consent is given, and the name and signature or
922 similar authentication of the commissioner giving consent. Such written consent shall
923 be included in the record of the meeting for which the written consent concerning the
924 resolution(s) is granted.
925
926

(e) The commission clerk shall provide a form for the giving of consent to adoption of a
927 resolution on the same day it is introduced.
928
929

(f) The commission clerk shall maintain records of adopted resolutions as described in
930 these bylaws.
931
932

6. Written motions. Motions that are not procedural in nature shall be submitted in writing for
933 consideration by the commission. Written motions shall include action requests submitted in
934 a commission agenda memorandum and attached to an approved agenda; ceremonial
935 proclamations as described in Section 8 of this article; and amendments to main questions
936 documented on forms provided for that purpose. The commission clerk shall keep a record of
937 adopted formal motions of the Port of Seattle Commission, which shall be sequentially
938 numbered; shall include a brief title and text of the motion and may include a statement in
939 support of the motion; and shall be indexed and made available for public review.
940
941

7. Proclamations. The commission may from time to time take actions of a ceremonial nature
942 by proclamation. Adopted proclamations shall be signed by the commission president and
943 shall have the port seal affixed.
944
945

8. Limitation on debate. As a board of less than twelve members, the Port of Seattle
946 Commission may allow any commissioner to speak multiple times on any subject under
947 consideration. Before a commissioner speaks twice on the same subject, the other
948 commissioners shall have an opportunity to speak on that subject in turn. A motion to limit
949 debate may be made. The motion shall stipulate the amount of time to which
950 commissioner comment will be limited and requires a two-thirds vote for passage.
951
952

- 953 9. Order and decorum. The presiding officer shall be responsible for maintaining order and
954 decorum during public meetings. Commissioners shall address motions and procedural
955 inquiries to the presiding officer and may address staff and guest presenters directly during
956 consideration of a particular matter, provided they have been recognized by the presider.
957 All persons speaking during consideration of any matter, including commissioners, staff,
958 and members of the public, shall limit remarks to the matter at hand, avoiding
959 personalities, vulgarity, insults, inflammatory language, and other comments not germane
960 to the discussion of the matter at hand. During a public meeting or hearing, commissioners
961 shall refrain from engaging in dialog with speakers offering public comment, but may
962 request further information or consultation from the presiding officer or appropriate staff
963 representative on a topic raised during comment.
964
- 965 10. Rules governing public comment.
966
- 967 (a) Persons wishing to address the commission shall sign up to comment on lists provided
968 by the commission clerk and shall identify the specific agenda item or subject to be
969 addressed. Recorded comment and the identity of speakers shall be public records
970 subject to the disclosure requirements of Chapter 42.56 RCW. The names of speakers
971 shall be recorded in the minutes of the public meeting.
972
- 973 (b) The time allotted for public oral comment shall be limited to a total of 45 minutes,
974 unless extended at the commission's discretion. The presiding officer may limit the time
975 allotted to each person, may limit the number of persons speaking on any topic, may
976 limit the time allotted to any topic, may limit oral comment to those with new
977 information to present, or may otherwise limit oral comment in the interest of order
978 and decorum, subject to the will of the commission.
979
- 980 (c) Testimony related to a public hearing shall be heard during the corresponding public
981 hearing, which shall be listed on the day's agenda. The commission may accept further
982 oral public comment at other times on the agenda as deemed appropriate by consent
983 of a majority of the membership.
984
- 985 (d) Persons providing oral public comment shall approach the podium or testimony table
986 when recognized by the presiding officer and shall use the microphones provided. Each
987 speaker shall repeat his or her name for the record, shall identify the agenda item or
988 subject to be addressed, and shall address remarks to the commission as a body.
989
- 990 (e) Disruptions of commission public meetings are prohibited. Disruptions include but are
991 not limited to the following:
992
- 993 (i) Refusal of a speaker to comply with the allotted time set for the individual speaker's
994 public comment;
- 995 (ii) Outbursts from members of the public who have not been recognized by the
996 presiding officer for public comment;
- 997 (iii) Delaying the orderly conduct or progress of the public comment period, including
998 interfering with the testimony of others;

- 999 (iv) Directing remarks to the audience;
1000 (v) Holding or placing of a banner or sign in the commission meeting room in a way that
1001 endangers others or obstructs the free flow of persons attending the commission
1002 meeting;
1003 (vi) Leaving the podium or testimony table to physically approach commissioners or
1004 staff during one's public comment, provided that speakers may offer written
1005 materials to the commission clerk for distribution before, during, or after their
1006 testimony to commissioners and may approach the commission clerk to ask
1007 questions or for direction;
1008 (vii) Any behavior that disrupts, disturbs, or otherwise impedes attendance at a
1009 commission public meeting.
1010
1011 (f) If a meeting is interrupted by a disruption as described in these bylaws so as to render
1012 the orderly conduct of the meeting not feasible, the presiding officer, at the discretion
1013 of the commission, may recess the meeting or adjourn the meeting to another location
1014 pursuant to the provisions of Article IV, Section 7, of these bylaws and may order the
1015 meeting room cleared. If a meeting is adjourned due to a disruption, commissioners
1016 and staff shall leave the meeting room until the meeting is reconvened.
1017
1018 11. Questions for which objection requires offering of an amendment. As noted in these
1019 bylaws, the following are motions that are normally decided by unanimous consent and
1020 which require that objection be accompanied by the offering of an amendment to the main
1021 question:
1022
1023 (a) Approval of the agenda. The form for the question for approval of the agenda shall be
1024 put as a call for revisions to the preliminary agenda as proposed, followed by a brief
1025 pause. Objection shall take the form of an amendment to add to, remove from, or
1026 reorder items on the preliminary agenda.
1027
1028 (b) Excusing absences. The form for excusing absences shall be put as an announcement of
1029 those present, absent, and excused, followed by a brief pause. Objection shall take the
1030 form of an amendment to the presiding officer's announcement. If a vote is taken on
1031 whether to record a commissioner as either excused or absent, the question shall be
1032 put as a request to show the commissioner "excused."
1033
1034 (c) Approval of the minutes. Minutes typically shall be included on the unanimous consent
1035 calendar. When removed from the consent calendar for separate consideration, the
1036 question shall be on approval of the minutes as proposed and circulated to
1037 commissioners in advance. Objection shall take the form of the offering of an
1038 amendment to correct the record contained in the minutes as proposed. All
1039 commissioners present at the time of the vote to approve the minutes and any
1040 amendments offered to the proposed minutes shall vote on the question put,
1041 regardless of their presence or absence from the meeting for which the subject minutes
1042 have been prepared.
1043

- 1044 12. Questions requiring unanimous consent of all commissioners. As noted elsewhere in these
1045 bylaws, the following motions require unanimous consent of the membership, whether
1046 present or absent, and an objection has the effect of defeating the question:
1047
1048 (a) Motion to allow adoption of a resolution on the same day it is introduced, as described
1049 in Article VI, Section 6.
1050
1051 13. The waiver of any rule contained in these bylaws shall require either an affirmative vote of
1052 two-thirds of those voting or the vote explicitly stipulated in these bylaws, whichever is
1053 more restrictive.
1054
1055

1056 **Article VII – Amendment of Bylaws**

- 1057
1058 1. Amendment by resolution. These bylaws may be amended by the commission at any
1059 regular or special meeting by resolution duly adopted.
1060
1061 2. Publication. The commission clerk shall revise the bylaws to reflect amendments made
1062 from time to time, shall record a history of revisions to the bylaws, shall make the bylaws
1063 available for public review, and shall maintain an index to the content of the bylaws.
1064
1065 3. At least once every three years, the commission shall refer the bylaws to an appropriate
1066 committee for review and recommendation as to any needed revisions.