THE NORTHWEST SEAPORT ALLIANCE
MEMORANDUM

MANAGING MEMBERS
ACTION ITEM

Item No.: 10F
Meeting Date: October 30, 2026

DATE: October 19, 2026

TO: Managing Members

FROM: John Wolfe, CEO

Sponsor: Internal Governance Work Group (IGWG)
Commissioners: Calkins, Marzano, Hasegawa, and McCarthy

SUBJECT: Second Reading and Adoption of Proposed Resolution 2026-07 Seventh Amended Northwest Seaport Alliance Managing Member Bylaws

A. ACTION REQUESTED

Request Managing Members' Adoption of The Northwest Seaport Alliance (NWSA) proposed Resolution 2026-07 amending the NWSA Managing Member Bylaws (Seventh Amended Bylaws) as recommended by the Internal Governance Work Group.

B. SYNOPSIS

Article IX of the NWSA Managing Member Bylaws (Bylaws) provides that the Bylaws may be amended by the Managing Members by resolution. The Managing Members' Internal Governance Work Group (IGWG) initiated review of the Bylaws in May 2026. An IGWG meeting held on May 5, 2026, as well as Co-Chair feedback, resulted in the following recommended revisions to the Bylaws to be adopted by resolution. A first reading of this item was held at the October 6, 2026 Managing Members' meeting, and proposed amendments within the scope of the Resolution were received by the Clerk between first and second readings have been attached hereto for consideration.

The proposed revisions incorporate recommendations developed by IGWG to provide greater clarity regarding the authority and responsibilities of the Co-Chairs. The revisions intend to strengthen and better define the Co-Chairs' roles and decision-making authority while promoting consistency and transparency. Additional

revisions are proposed for housekeeping reasons or to better organize certain provisions, without substantive revision.

C. BACKGROUND

The IGWG recommends adding specificity to the Co-Chairs' responsibilities and clarity around the Co-Chairs' authority. The proposed revised language in Article II in redline on the attachment and set forth as underlined in this memo is proposed to establish clarity around commissioner coverage for speaking engagements and representation on behalf of NWSA.

Proposed new language in the introductory paragraph on Co-Chair duties is as follows:

> **Article III, 1. Co-Chairs** The Co-Chairs should endeavor to be fair in the leadership of the Alliance and aim to grant each commissioner just and reasonable opportunities to participate in various meetings, speaking opportunities, Work Groups, and community or industry groups. The Co-Chairs also serve as the NWSA CEO's primary point for feedback and leadership, subject to Alliance's Master Policy on Delegation of Authority.

The added language describes the leadership role and expectations of the Co-Chairs. IGWG members note that while the objectives described may already be understood or assumed, explicitly stating them helps reinforce the significant leadership role and responsibilities of being a Co-Chair.

Proposed new language with specific and clarified Co-Chair duties includes:

> **Article III, 1.A.** The Co-Chairs have the authority and obligation to:
>
> 10. Designate one alternate commissioner from their same Homeport to serve as the Alliance representative and spokesperson when the Co-Chair is unavailable for a specific matter, if not already designated by the respective Homeport. The alternate commissioner should usually be the corresponding Homeport's Vice President and then the corresponding Homeport's Secretary, but the alternate may be otherwise at the Co-Chair's discretion. To the extent possible and practicable, the Co-Chairs should endeavor to have a spokesperson from each Managing Member.
> 11. Designate, at the Co-Chairs' discretion, commissioner representation at various community and industry groups, committees, boards, and the like, if not already designated by the respective Homeport.

12. Assign commissioner(s) to provide support, upon CEO request, for any customer relationship, engagement, business dealing, or the like.
13. Assign commissioner(s) to Work Groups, if not already assigned by the respective Homeport.

This additional language adds greater specificity to the Co-Chairs' decision-making responsibilities for Alliance-related commissioner assignments, work group appointments, and business-related matters, if not already determined by the respective Homeport. The current Bylaws are silent on these issues. Current practice varies and the proposed revisions clarify the role of the Co-Chairs, emphasize efforts to have representation from each Managing Member for speaking engagements, and defer, where appropriate, to the Homeports.

In addition, IGWG recommends additional language, making it clear that any Commissioner may appeal Co-Chairs' decisions made outside of a meeting:

> **Article IV. 10. Appeal** - For decisions of the Co-Chairs made outside of a Managing Members' meeting, any commissioner may, by motion, challenge or appeal the Co-Chairs' decision at the immediately following Managing Members' meeting provided that proper notice of such topic be provided under the Open Public Meetings Act.

This language confirms that any commissioner may challenge or appeal a decision by the Co-Chair(s).

Other Recommended Revisions:

The IGWG also recommends several administrative and/or housekeeping edits to improve organizational structure and to ensure consistency of references for the same concepts and terms. Therefore, IGWG recommends moving certain sections to the more relevant or appropriate section (e.g. moving the mechanics of meetings that were in Article II – Organization and Duties of the Northwest Seaport Alliance Managing Members to the more appropriate location, Article IV – Meetings), replacing bullet points with numbering for easier reference and replacing reference of "NWSA" with "Alliance" throughout the document.

D. FINANCIAL IMPLICATIONS

No financial impact will result with these proposed revisions to the Bylaws.

E. ATTACHMENTS TO THIS REQUEST

- Proposed Resolution 2026-07 Seventh Amended Northwest Seaport Alliance Managing Member Bylaws w/Exhibit A (in redline and clean versions)
- Proposed Amendments within the scope of the Resolution presented at the first reading, submitted by Commissioner(s).

THE NORTHWEST SEAPORT ALLIANCE
SEATTLE + TACOMA

RESOLUTION NO. 2026-07

A RESOLUTION OF THE NORTHWEST SEAPORT ALLIANCE

A resolution of the Northwest Seaport Alliance (NWSA) adopting the Seventh Amended Managing Member Bylaws and Superseding Prior NWSA Resolution 2025-02.

WHEREAS, the Port of Seattle ("POS") and Port of Tacoma ("POT"), ("collectively," "Ports"), are public port districts, organized under provisions of the laws of the State of Washington, codified under Title 53 RCW; and

WHEREAS, the Ports have formed the Northwest Seaport Alliance ("Alliance"), pursuant to and subject to Federal Maritime Commission ("FMC") oversight, and have entered into an interlocal agreement with delegated powers exercised pursuant to the port joint powers statute (RCW 53.08.240) which expressly permits joint operation and investment outside of a port's district, and pursuant to RCW 39.34.030, the Interlocal Cooperation Act, and pursuant to RCW Ch. 53.57, which authorized the Ports to create a Port Development Authority ("PDA") to operate certain marine facilities jointly as the Alliance;

WHEREAS, the operations and affairs of the PDA are managed by port districts as members of the PDA and the Northwest Seaport Alliance Charter, and as amended, ("Charter") for the PDA and each port district member ("Managing Member") acts in such capacity through its own elected commissioners;

WHEREAS, The Managing Members previously adopted Bylaws of the Northwest Seaport Alliance Managing Members ("Bylaws") to constitute the rules governing the transaction of business by the Northwest Seaport Alliance Managing Members consistent with RCW 53.12.245;

WHEREAS, said Bylaws at Article IX provide that the Bylaws may be amended by the Alliance Managing Members by resolution duly adopted;

WHEREAS, The Managing Members previously adopted the First Amended Bylaws by Resolution 2015-07 in January 2016, Second Amended Bylaws by Resolution 2019-04 in July 2019, Third Amended Bylaws by Resolution 2021-07 in July 2021, Fourth Amended Bylaws by Resolution in 2022-003 in December 2022, Fifth Amended Bylaws by Resolution 2024-01 in February 2024, and Sixth Amended Bylaws by Resolution 2025-02 in January 2025;

WHEREAS, the Alliance's Internal Governance Work Group recommended certain amendments to the Bylaws to add specificity to the responsibilities of the Co-Chairs and to clarify that the Co-Chairs serve as the primary decision-makers concerning matters of Alliance-related commissioner engagement and representation, subject to challenge or appeal by any commissioner as described in Article IV; and

draft

WHEREAS, the Alliance Internal Governance Work Group also recommended several non-substantive revisions to the Bylaws related to organizational structure, consistency of references, and improved formatting of the Bylaws;

RESOLVED, the Managing Members of the Northwest Seaport Alliance adopt the Seventh Amended Managing Members Bylaws as set forth in Exhibit "A" to this Resolution and by this reference incorporated therein.

ADOPTED by the Managing Members of The Northwest Seaport Alliance at a regular [or special] meeting held on the ____ day of _____ 2026 and signed by its Co-Chairs and attested by its Co-Secretaries in authentication of its passage.

_____
_____, Co-Chair
The Northwest Seaport Alliance

_____
_____, Co-Chair
The Northwest Seaport Alliance

ATTEST:

_____
_____, Co-Secretary
The Northwest Seaport Alliance

_____
_____, Co-Secretary
The Northwest Seaport Alliance

draft

EXHIBIT A

THE SEVENTH AMENDED BYLAWS OF THE NORTHWEST SEAPORT ALLIANCE MANAGING MEMBERS

ARTICLE I
PREAMBLE

1. **Definition:** These Bylaws shall constitute the rules governing the transaction of business by The Northwest Seaport Alliance Managing Members.

2. **Entity & Managing Members:** The Northwest Seaport Alliance ("Alliance") is a legally constituted Washington port development authority managed by two (2) Managing Members as defined below.
   A. Managing Member---The Port of Seattle, a public port district operating under the laws of the state of Washington, acting in such capacity through its own commission.
   B. Managing Member--- The Port of Tacoma, a public port district operating under the laws of the state of Washington, acting in such capacity through its own commission.
   C. The Ports of Seattle and Tacoma are referred to as each "Homeport" or "Homeports" herein.

3. **Public & Community Policy Activities:**
   A. Public and community policies and activities with respect to properties managed by the Alliance shall be the responsibility of the Homeports and not the Alliance.
   B. The Alliance shall take official positions on policy and significant legislative issues only when the issue impacts the Alliance and only after:
      1. The Managing Members have discussed and voted on the matter or matters in open session, and
      2. The Managing Members have taken a unanimous position as evidenced by an affirmative vote of three of the five commissioners of each Managing Member.

C. The Alliance Co-Chairs shall be the designated spokespersons for the Alliance.
D. Members of the commissions of each Managing Member shall have the right to voice personal opinions that differ from those of the Alliance determined pursuant to Article I, Section 3.B. above as long as they are stated as such.
E. If a Commissioner intends to speak publicly about the Alliance or other Commissioners, including through communications with the media or authoring/co-authoring articles, press releases, or opinion pieces, that Commissioner should provide as much prior notice as is practicable to the other Commissioners and the CEO, including by providing a copy of any such writings before publication.

ARTICLE II
ORGANIZATION AND DUTIES OF THE NORTHWEST SEAPORT ALLIANCE MANAGING MEMBERS

1. **Officers:** The Alliance Managing Member officers will be the following elected officers of the two Homeports so both Managing Members will have equal representation and responsibility:
   A. The Homeport Presidents, who shall serve as Alliance Co-Chairs; and
   B. The Homeport Secretaries, who shall serve as Alliance Co-Secretaries.

2. **Selection of Officers:** Managing Member officers are selected using Homeport Bylaws and processes.

3. **Term:** The Alliance Officers' term shall be as stated in the Homeport Commission Bylaws of each Officer's Homeport and shall run until a successor is elected. However, whenever vacancies arise, they may be filled by the appropriate Homeport prior to the next Alliance meeting following the vacancy if possible.

4. **Audit Committee:** The Commission members of each Homeport Audit Committee shall function as the members of the Alliance Audit Committee supported by appropriate Alliance staff. The chairs of each Homeport Audit Committee shall

function as the Co-Chairs of the Alliance Audit Committee. The Audit Committee shall provide a summary report of their meetings and any recommendations from those Meetings to the Managing Members.

5. **Work Groups:** The Managing Members may from time to time establish standing or special Work Groups, consisting of a subset of Managing Member Commissioners**.** In no event may a Work Group or a meeting thereof include a quorum of the Alliance Managing Members or of either Homeport. Work Groups shall provide a summary report of their meetings and any recommendations from those meetings to the Managing Members. No final decisions or actions shall occur in Work Group meetings.

ARTICLE III
DUTIES OF MANAGING MEMBER OFFICERS

1. **Co-Chairs.** The Co-Chairs should endeavor to be fair in the leadership of the Alliance and aim to grant each commissioner just and reasonable opportunities to participate in various meetings, speaking opportunities, Work Groups, and community or industry groups. The Co-Chairs also serve as the CEO's primary point for feedback and leadership, subject to Alliance's Master Policy on Delegation of Authority.

   A. The Co-Chairs have the authority and obligation to:
      1. Preside at all public, executive and other closed session meetings of the Alliance.
      2. Preserve order and decorum at Alliance public and executive session meetings.
      3. Observe and enforce all rules adopted by the Managing Members.
      4. Decide all questions of order, in accordance with Alliance bylaws, subject to appeal by any Commissioner.
      5. Recognize individual Commissioners in the order in which they request

the floor.

6. Facilitate meetings and ensure all Commissioners have a reasonable opportunity to be heard. The Co-Chairs shall not use their position to control, direct, or predetermine outcomes or votes at meetings.
7. Rotate presiding responsibility, by simple rotation, whereby the Co-Chairs shall alternate meeting agenda management, regardless of the meeting location. If a Co-Chair is unavailable to preside, the Co-Chairs shall agree on the meeting's presiding officer, which may be the other Co-Chair, the corresponding Homeport's Vice President, or any other commissioner. Co-Chairs should endeavor to give each Managing Member equal presiding responsibilities across Managing Member meetings.
8. Sign all resolutions, contracts, and other instruments as authorized by the Managing Members.
9. Act as spokespersons for the Alliance reflecting the views of the Managing Members after public discussion and a Managing Member vote establishing the Alliance's position.
10. Designate one alternate commissioner from their same Homeport to serve as the Alliance representative and spokesperson when the Co-Chair is unavailable for a specific matter, if not already designated by the respective Homeport. The alternate commissioner should usually be the corresponding Homeport's Vice President and then the corresponding Homeport's Secretary, but the alternate may be otherwise at the Co-Chair's discretion. To the extent possible and practicable, the Co-Chairs should endeavor to have a spokesperson from each Managing Member.
11. Designate, at the Co-Chairs' discretion, commissioner representation at various community and industry groups, committees, boards, and the like, if not already designated by the respective Homeport.
12. Assign commissioner(s) to provide support, upon CEO request, for any customer relationship, engagement, business dealing, or the like.
13. Assign commissioner(s) to Work Groups, if not already assigned by the respective Homeport.

2. **Co-Secretaries** shall:
    1. Supervise the recording of the Alliance meeting minutes.
    2. Supervise staff in the retaining of a record of all Alliance motions and resolutions.
    3. Supervise the safekeeping of the seal and minute books.
    4. Discharge all duties assigned to the office by majority vote of the Managing Members.

ARTICLE IV
MEETINGS

1. **Regular Alliance Meetings**:

A. The regular meeting date and time of the Alliance Managing Members shall be 12:00 p.m. (noon) on the first Tuesday of each month, except if the Tuesday falls on a legal holiday or on the day after a Monday legal holiday, in either case, the regular meeting will be held on the next regular business day. When an executive session under RCW 42.30.110 and/or other laws including closed session under 46 U.S.C. § 40306; 46 C.F.R. §535.608; and 46 C.F.R. 535.701(i)(1) and as authorized by Port of Seattle/Port of Tacoma Alliance Agreement – Federal Maritime Commission (FMC) Agreement No. 201228 (FMC Session) is to be held, the regular meeting may convene at 9:30 a.m., immediately recess into executive and/or FMC Session that shall be closed to the public, after which the public session shall reconvene at 12:00 p.m. (noon).

B. The regular meeting locations shall be as follows:
    1. The Port of Tacoma Fabulich Center in Pierce County in January, March, May, July, September, and November, and
    2. The Port of Seattle SeaTac Airport Conference Center in King County in February, April, June, August, October and December.
    3. Meetings may be held at such other locations as determined by a vote of the Managing Members, or with Alliance Co-Chairs' approval, by Alliance

Executive staff. Any meetings scheduled for alternative dates and times and locations, including the Port of Seattle Administrative Offices at Pier 69, shall be considered special meetings.

4. The Managing Members may hold a fully remote meeting without a physical location or a meeting at which the physical attendance by some or all members of the public is limited due to a declared emergency as provided for in RCW 42.30.070 and 42.30.230. Unless a fully remote meeting is being held under this emergency provision, at least one Commissioner should be physically present at the meeting location when other Commissioners are participating remotely by audio or video conference or equivalent technological means.

C. The Managing Members, by a majority vote, may by motion recess from a meeting to a certain time set forth in the motion made therefore or may cancel a meeting.

2. **Adjournment or Continuation of a Regular or Special Meeting:** Adjournment or continuation of a regular or special meeting shall be pursuant to notice as required by law.

3. **Executive & Closed Sessions:** Managing Members may consider matters in executive session in accordance with the requirements of the Open Public Meetings Act (RCW 42.30.110) and/or other laws including closed sessions under 46 U.S.C. § 40306; 46 C.F.R. §535.608; and 46 C.F.R. 535.701(i)(1) and as authorized by Port of Seattle/Port of Tacoma Alliance Agreement – Federal Maritime Commission (FMC) Agreement No. 201228 (FMC Session), as they now exist and as may be amended in the future.

4. **Scheduling of Executive or Closed Sessions:** Executive or Closed Sessions shall be either:

A. Scheduled the same day as regular or special Alliance meetings, or

B. With respect to special executive or closed sessions, when no public Alliance meeting will also be held, such sessions may be scheduled with

agreement of the Co-Chairs or a quorum of both Managing Members.

5. **Announcement of Executive or Closed Sessions.** Before convening an Alliance executive or closed session, one of the Alliance Co-Chairs shall publicly announce the purpose for the executive or closed session and cite to the applicable statutory exception which applies to that meeting purpose, the estimated length of the session, the time when the executive or closed session will be concluded, and whether or not action is anticipated to be taken after and as a result of the executive or closed session.

6. **Special Meetings:** Special public meetings may be called for any time either by agreement of the Co-Chairs or by a quorum of members of each Managing Member, by delivering notice pursuant to RCW 42.30.080 at least 24 hours in advance by personal or by electronic mail written notice to each Managing Member Commissioner; and to each local newspaper of general circulation and local radio or television station that has on file with the Managing Members a written request to be notified of such special meeting or of all special meetings.

   The written meeting notice shall specify the time and place of the special meeting and all business to be transacted. Such notice shall also be posted on the Alliance website at least twenty-four (24) hours before the special meeting. No Managing Member action shall be taken on any other matter at such special meeting. Such written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the Secretary of the Alliance a written waiver of notice. Such waiver may be given by regular or electronic mail or facsimile transmittal. Such written or electronic notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The meeting notices provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such a notice would make notice impractical and increase the likelihood of such injury or damage.

7. **Dual Action Vote:** In any meeting of the Managing Members which requires a corresponding independent vote of a Homeport Commission, in addition to a vote by the Managing Members, one combined vote may be taken by a show of hands of the individual commissioners Managing Members so that the votes of both the Alliance Managing Members and the respective Homeport Commission may be voted and recorded; provided however, in such case, such dual votes shall have been reflected in that Alliance meeting agenda and all legally required prior public notices, and posting requirements shall have been followed.

8. **Discussion:** Any Managing Member Commissioner shall have the right to question any individual on matters germane to the issue properly before the Alliance for discussion.

9. **Action Process:** All proceedings shall be by motion or resolution and recorded in the minutes.

10. **Appeal:** For decisions of the Co-Chairs made outside of a Managing Members' meeting, any commissioner may, by motion, challenge or appeal the Co Chairs' decision at the immediately following Managing Members' meeting provided that proper notice of such topic be provided under the Open Public Meetings Act.

11. **Hearings:** (budget, study sessions, etc.)
    A. **Hearings.** During consideration of the budget and other matters requiring hearings by the Managing Members, the public is invited to testify. Meeting notice for hearings will be so annotated.
    B. **Study Sessions.** Study Sessions may be held as a special meeting or in conjunction with a regular Alliance Managing Member meeting.

12. **Quorum:** Three (3) Commissioners from each of the Managing Members shall constitute a quorum for the convening of a meeting. In the absence of a quorum, the Managing Members present may proceed with any non-action agenda items and/or

adjourn the meeting to a later date.

13. **Absences:** Any absence by a Commissioner from a meeting because of attendance to other Alliance or Homeport business shall be so recorded in the minutes of the meeting, and any such Alliance or Homeport related absence shall be automatically excused by the Managing Members.

14. **Commissioner Participation:** A Managing Member Commissioner who is physically absent may participate by phone or by other electronic means that allows real-time verbal communication without being in the same physical location, provided that they have the ability to listen to the proceedings, and the Commissioners and the public in attendance at the meeting have the ability to listen to the remotely participating Commissioner. A Commissioner may vote by audio or video conference or other equivalent technological means only when they have been able to hear or see the entire action item. This provision is specifically intended to facilitate the presence of a quorum when three or more Commissioners of a Managing Member are not available to participate in person or to accommodate a traveling Commissioner.

ARTICLE V
ORDER OF BUSINESS FOR MEETINGS & HEARINGS

The order of business unless otherwise agreed to at the meeting shall be:

1. Call to Order.
2. Executive and/or Closed Session (if needed)[1], and if so, then reconvene into public session.
3. Flag Salute.
4. Report by Chief Executive Officer.
5. Public comment on General Business or other Alliance related matters.
6. Consent Agenda, to include approval of minutes of prior meeting(s), voucher and

[1] Following an Executive Session, the public meeting shall be reconvened and the Managing Members may consider items discussed in Executive session so long as prior to convening into Executive Session the appropriate announcement was made in the public session that action may occur after and as a result of the Executive Session.

check approval and other matters proposed by Alliance staff in consult with the Alliance Co-Chairs. At the request of any Commissioner, an item on Consent shall be removed from the Consent Agenda to be considered separately.

7. Agenda items in numerical order, including introduction, reading, Managing Member motion, second, discussion, and vote on resolutions or motions.
8. General business (including informal discussion items, announcements, comments and committee reports, which may be raised by any Managing Member Commissioner, and staff review items).
9. Adjournment.

NOTE: All regular meetings at which final action is taken, shall include an opportunity at or before the meeting for public comment, which may be provided orally at a public meeting or by written testimony to be submitted before or at the meeting. Any written testimony to be submitted prior to the meeting and any requests to provide oral comment by remote means at the meeting shall be submitted to the Clerk at least 24 hours prior to the beginning of the meeting. Public comment may be had on any agenda item, at the meeting at which the matter is discussed by the Managing Members at the appropriate time for accepting general public comments, as determined by the Managing Members. Such persons will be asked to state their name for the record, and to confine remarks to the matter under discussion. Such remarks shall be limited to three minutes.

ARTICLE VI
MOTIONS & RESOLUTIONS

1. Alliance Managing Members shall transact business by motion or resolution which may be made by any Managing Member Commissioner in attendance, including any one of the Co-Chairs of the meeting.

2. Voting on all motions or resolutions shall be "yea" and "nay" with the exception of Dual Action voting as described in ARTICLE II, Section 4 herein. Any Commissioner of a Managing Member may call for a roll call vote.
3. Approval by each Managing Member is defined as an affirmative vote of at least three of the five commissioners of such Managing Member, regardless of quorum.
4. Resolutions shall be numbered consecutively and the original copy of each resolution shall be kept in a book or books for such purposes, which shall be public records.
5. Except as the Managing Members shall otherwise approve, Managing Member proceedings shall generally follow the rules contained in the current edition of Robert's Rules of Order Newly Revised.
6. Each Resolution shall be presented at two meetings before a vote is taken. No vote shall be taken at the first reading. Proposed amendments within the scope of the Resolution as presented at the first reading shall be submitted to the Clerk in writing prior to the second reading for distribution to the Managing Members prior to the vote on the Resolution. Whenever possible, the second reading should occur at the meeting immediately following the first reading. If both Managing Members consent, a resolution may be put on for final passage at the first meeting at which it is introduced.
7. Leases that are being presented to the Managing Members for authorization shall be presented at two meetings before a vote is taken. No vote shall be taken at the first reading, but Commissioners should provide staff with suggestions, input and feedback on the proposed Lease either in the meeting or before the second reading. At the second reading, staff shall report on any substantive changes to the proposed Lease since the first reading. If there is no objection by a Commissioner present at the meeting, a Lease may be put on for final passage at the first meeting at which it is introduced.

ARTICLE VII
MINUTES

1. All proceedings of the Alliance shall be made by motion or resolution and recorded in the minutes which shall be properly retained as required by law and which shall be public records. The announced purpose of any Executive Session will be entered into the meeting minutes.
2. When the Alliance Managing Members have approved the minutes of a meeting in accordance with ARTICLE V, the minutes, as approved, shall represent the sole, final, and considered determination of the Alliance Managing Members as to motions and resolutions set forth therein superseding all statements made by Commissioners at the meeting.
3. The Alliance staff shall be responsible for drafting, compiling and keeping minutes of Managing Member meetings.

ARTICLE VIII
AGENDA ITEMS TO BE CONSIDERED AND STAFFING

1. The CEO in conjunction with the Co-Chairs, will propose the agenda for each Alliance Managing Member meeting.
2. Each item shall have a written explanation and full briefing of all information necessary for a review, discussion of and vote on said business item, to be provided to the Managing Members one week prior to Alliance meetings, but in no event fewer than three (3) days before a regular Alliance meeting. An item may only be proposed at a regular Alliance meeting with less than three (3) days' notice in the event of an emergency or if the item is late-breaking and time-sensitive, in which case, written materials shall be provided to Commissioners and made available to the public as soon as possible. Materials should include, but not be limited to, a discussion on the following impacts:
    A. Financial
    B. Economic
    C. Environmental

3. An individual Commissioner wishing to place an item on the Managing Member meeting agenda may do so as follows:

   A. At a regular Alliance meeting, by motion to add the item to the agenda at the current or a future meeting. The motion to add the item to the agenda must receive a second and affirmative vote of the Managing Members; or

   B. By contacting the CEO with the request to place an item on the agenda. Commissioners are encouraged to make such request, if possible, not less than two weeks prior to the date of the meeting for which the agenda item is proposed to be added. The CEO will seek confirmation of the Alliance Co-Chairs prior to adding the requested item to the agenda, unless the requested item is an appeal or challenge of the decision of the Co-Chairs per Article IV, Section 10, in which case, the item shall be placed on the agenda.

4. The Managing Members recognize their role is in the governance of the Alliance and it is the role of the CEO to manage. The function of staff, under the direction of the CEO, is to implement policy and actions taken by the Managing Members as a whole. No individual Commissioner shall initiate with staff any significant action, project, research or study. The CEO, in consult with the Co-Chairs, shall determine whether a matter is significant.

ARTICLE IX
AMENDMENT OF BYLAWS

These Bylaws may be amended by the Alliance Managing Members by resolution duly adopted.

--END--

CLEAN DRAFT

EXHIBIT A

THE ~~SIXTH~~ SEVENTH AMENDED BYLAWS OF THE NORTHWEST SEAPORT ALLIANCE MANAGING MEMBERS

ARTICLE I
PREAMBLE

1. **Definition:** These Bylaws shall constitute the rules governing the transaction of business by The Northwest Seaport Alliance Managing Members.

2. **Entity & Managing Members:** The Northwest Seaport Alliance ("Alliance") is a legally constituted Washington port development authority managed by two (2) Managing Members as defined below.
   A. Managing Member---The Port of Seattle, a public port district operating under the laws of the state of Washington, acting in such capacity through its own commission.
   B. Managing Member--- The Port of Tacoma, a public port district operating under the laws of the state of Washington, acting in such capacity through its own commission.
   C. The Ports of Seattle and Tacoma are referred to as each "Homeport" or "Homeports" herein.

3. **Public & Community Policy Activities:**
   A. Public and community policies and activities with respect to properties managed by the Alliance shall be the responsibility of the Homeports and not the Alliance.
   B. The Alliance shall take official positions on policy and significant legislative issues only when the issue impacts the Alliance and only after:
      1. The Managing Members have discussed and voted on the matter or matters in open session, and
      2. The Managing Members have taken a unanimous position as evidenced by an affirmative vote of three of the five commissioners of each Managing Member.

C. The Alliance Co-Chairs shall be the designated spokespersons for the Alliance.

D. Members of the commissions of each Managing Member shall have the right to voice personal opinions that differ from those of the Alliance determined pursuant to Article I Section 3B above as long as they are stated as such.

E. If a Commissioner intends to speak publicly about the ~~NWSA~~ Alliance or other Commissioners, including through communications with the media or authoring/co-authoring articles, press releases, or opinion pieces, that Commissioner should provide as much prior notice as is practicable to the other Commissioners and the ~~NWSA~~ CEO, including by providing a copy of any such writings before publication.

ARTICLE II
ORGANIZATION AND DUTIES OF THE NORTHWEST SEAPORT ALLIANCE MANAGING MEMBERS

1. **Officers:** The Alliance Managing Member officers will be the following elected officers of the two Homeports so both Managing Members will have equal representation and responsibility:
   A. The Homeport Presidents, who shall serve as Alliance Co-Chairs; and
   B. The Homeport Secretaries, who shall serve as Alliance Co-Secretaries.

2. **Selection of Officers:** Managing Member officers are selected using Homeport Bylaws and processes.

3. **Term:** The Alliance Officers' term shall be as stated in the Homeport Commission Bylaws of each Officer's Homeport and shall run until a successor is elected. However, whenever vacancies arise, they may be filled by the appropriate Homeport prior to the next Alliance meeting following the vacancy if possible.

~~4. **Dual Action Vote:** In any meeting of the Managing Members which requires a corresponding independent vote of a Homeport Commission, in addition to a vote by the Managing Members, one combined vote may be taken by a show of hands of the~~

individual commissionersManaging Members so that the votes of both the Alliance Managing Members and the respective Homeport Commission may be voted and recorded; provided however, in such case, such dual votes shall have been reflected in that Alliance meeting agenda and all legally required prior public notices, and posting requirements shall have been followed.

5. **Discussion:** Any Managing Member Commissioner shall have the right to question any individual on matters germane to the issue properly before the Alliance for discussion.

6. **Action Process:** All proceedings shall be by motion or resolution and recorded in the minutes.a presiding during a Managing Members' meeting For decisions of the Co-Chairs made outside of a Managing Members' meeting, any commissioner may, by motion, challenge or appeal the Co Chairs' decision at the immediately following Managing Members' meeting provided that proper notice of such topic be provided under the Open Public Meetings Act.

7.4. **Audit Committee:** The Commission members of each Homeport Audit Committee shall function as the members of the Alliance Audit Committee supported by appropriate Alliance staff. The chairs of each Homeport Audit Committee shall function as the Co-Chairs of the Alliance Audit Committee. The Audit Committee shall provide a summary report of their meetings and any recommendations from those Meetings to the Managing Members.

8.5. **Work Groups:** The Managing Members may from time to time appoint establish standing or special Work Groups, consisting of a subset of Managing Member Commissioners**.** In no event may a Work Group or a meeting thereof include a quorum of the Alliance Managing Members or of either Homeport. Work Groups shall provide a summary report of their meetings and any recommendations from those meetings to the Managing Members. No final decisions or actions shall occur in Work Group meetings.

ARTICLE III
DUTIES OF MANAGING MEMBER OFFICERS

1. **Co-Chairs**. The Co-Chairs should endeavor to be fair in the leadership of the Alliance and aim to grant each commissioner just and reasonable opportunities to participate in various meetings, speaking opportunities, Work Groups, and community or industry groups. The Co-Chairs also serve as the CEO's primary point for feedback and leadership, subject to Alliance's Master Policy on Delegation of Authority.

   A. The Co-Chairs ~~shall~~have the authority and obligation to:

      1. Preside at all public, executive and other closed session meetings of the Alliance.
      2. Preserve order and decorum at Alliance public and executive session meetings.
      3. Observe and enforce all rules adopted by the Managing Members.
      4. Decide all questions of order, in accordance with Alliance bylaws, subject to appeal by any Commissioner.
      5. Recognize individual Commissioners in the order in which they request the floor.
      6. Facilitate meetings and ensure all Commissioners have a reasonable opportunity to be heard. The Co-Chairs shall not use their position to control, direct, or predetermine outcomes or votes at meetings.
      7. Rotate presiding responsibility, by simple rotation, whereby the Co-Chairs shall alternate meeting agenda management, regardless of the meeting location. If a Co-Chair is unavailable to preside, the Co-Chairs shall agree on the meeting's presiding officer, which may be the other Co-Chair, the corresponding Homeport's Vice President, or any other commissioner. Co-Chairs should endeavor to give each Managing Member equal presiding responsibilities across Managing Member meetings.
      8. Sign all resolutions, contracts, and other instruments as authorized by the Managing Members.

9. Act as spokespersons for the Alliance reflecting the views of the Managing Members after public discussion and a Managing Member vote establishing the Alliance's position.
10. Designate one alternate commissioner from their same Homeport to serve as the Alliance representative and spokesperson when the Co-Chair is unavailable for a specific matter, if not already designated by the respective Homeport. The alternate commissioner should usually be the corresponding Homeport's Vice President and then the corresponding Homeport's Secretary, but the alternate may be otherwise at the Co-Chair's discretion. To the extent possible and practicable, the Co-Chairs should endeavor to have a spokesperson from each Managing Member.
11. Designate, at the Co-Chairs' discretion, commissioner representation at various community and industry groups, committees, boards, and the like, if not already designated by the respective Homeport.
12. Assign commissioner(s) to provide support, upon CEO request, for any customer relationship, engagement, business dealing, or the like.
13. Assign commissioner(s) to Work Groups, if not already assigned by the respective Homeport.

2. **Co-Secretaries** shall:

1. Supervise the recording of the Alliance meeting minutes.
2. Supervise staff in the retaining of a record of all Alliance motions and resolutions.
3. Supervise the safekeeping of the seal and minute books.
4. Discharge all duties assigned to the office by majority vote of the Managing Members.

ARTICLE IV
MEETINGS

1. **Regular Alliance Meetings**:

A. The regular meeting date and time of the Alliance Managing Members shall be

12:00 p.m. (noon) on the first Tuesday of each month, except if the Tuesday falls on a legal holiday or on the day after a Monday legal holiday, in either case, the regular meeting will be held on the next regular business day. When an executive session under RCW 42.30.110 and/or other laws including closed session under 46 U.S.C. § 40306; 46 C.F.R. §535.608; and 46 C.F.R. 535.701(i)(1) and as authorized by Port of Seattle/Port of Tacoma Alliance Agreement – Federal Maritime Commission (FMC) Agreement No. 201228 (FMC Session) is to be held, the regular meeting may convene at 9:30 a.m., immediately recess into executive and/or FMC Session that shall be closed to the public, after which the public session shall reconvene at 12:00 p.m. (noon).

B. The regular meeting locations shall be as follows:
    1. The Port of Tacoma Fabulich Center in Pierce County in January, March, May, July, September, and November, and
    2. The Port of Seattle SeaTac Airport Conference Center in King County in February, April, June, August, October and December.
    3. Meetings may be held at such other locations as determined by a vote of the Managing Members, or with Alliance Co-Chairs' approval, by Alliance Executive staff. Any meetings scheduled for alternative dates and times and locations, including the Port of Seattle Administrative Offices at Pier 69, shall be considered special meetings.
    4. The Managing Members may hold a fully remote meeting without a physical location or a meeting at which the physical attendance by some or all members of the public is limited due to a declared emergency as provided for in RCW 42.30.070 and 42.30.230. Unless a fully remote meeting is being held under this emergency provision, at least one Commissioner should be physically present at the meeting location when other Commissioners are participating remotely by audio or video conference or equivalent technological means.

C. The Managing Members, by a majority vote, may by motion recess from a meeting to a certain time set forth in the motion made therefore or may cancel a

meeting.

2. **Adjournment or Continuation of a Regular or Special Meeting:** Adjournment or continuation of a regular or special meeting shall be pursuant to notice as required by law.

3. **Executive & Closed Sessions:** Managing Members may consider matters in executive session in accordance with the requirements of the Open Public Meetings Act (RCW 42.30.110) and/or other laws including closed sessions under 46 U.S.C. § 40306; 46 C.F.R. §535.608; and 46 C.F.R. 535.701(i)(1) and as authorized by Port of Seattle/Port of Tacoma Alliance Agreement – Federal Maritime Commission (FMC) Agreement No. 201228 (FMC Session), as they now exist and as may be amended in the future.

4. **Scheduling of Executive or Closed Sessions:** Executive or Closed Sessions shall be either:

   A. Sscheduled the same day as regular or special Alliance meetings, or

   B. Wwith respect to special executive or closed sessions, when no public Alliance meeting will also be held, such sessions may be scheduled with agreement of ~~both Managing Membe~~ther ~~r~~ Co-Chairs or a quorum of both Managing Members.

5. **Announcement of Executive or Closed Sessions.** Before convening an Alliance executive or closed session, one of the Alliance Co-Chairs shall publicly announce the purpose for the executive or closed session and cite to the applicable statutory exception which applies to that meeting purpose, the estimated length of the session, the time when the executive or closed session will be concluded, and whether or not action is anticipated to be taken after and as a result of the executive or closed session.

6. **Special Meetings:** Special public meetings may be called for any time either by agreement of the Co-Chairs or by a quorum of members of each Managing Member, by delivering notice pursuant to RCW 42.30.080 at least 24 hours in advance by personal or by electronic mail written notice to each Managing Member Commissioner; and to each local newspaper of general circulation and local radio or

television station that has on file with the Managing Members a written request to be notified of such special meeting or of all special meetings.

The written meeting notice shall specify the time and place of the special meeting and all business to be transacted. Such notice shall also be posted on the Alliance website at least twenty-four (24) hours before the special meeting. No Managing Member action shall be taken on any other matter at such special meeting. Such written notice may be dispensed with as to any member who, at or prior to the time the meeting convenes, files with the Secretary of the Alliance a written waiver of notice. Such waiver may be given by regular or electronic mail or facsimile transmittal. Such written or electronic notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The meeting notices provided in this section may be dispensed with in the event a special meeting is called to deal with an emergency involving injury or damage to persons or property or the likelihood of such injury or damage, when time requirements of such a notice would make notice impractical and increase the likelihood of such injury or damage.

7. **Dual Action Vote:** In any meeting of the Managing Members which requires a corresponding independent vote of a Homeport Commission, in addition to a vote by the Managing Members, one combined vote may be taken by a show of hands of the individual commissioners Managing Members~~-~~ so that the votes of both the Alliance Managing Members and the respective Homeport Commission may be voted and recorded; provided however, in such case, such dual votes shall have been reflected in that Alliance meeting agenda and all legally required prior public notices, and posting requirements shall have been followed.

8. **Discussion:** Any Managing Member Commissioner shall have the right to question any individual on matters germane to the issue properly before the Alliance for discussion.

9. **Action Process:** All proceedings shall be by motion or resolution and recorded in

the minutes.

10. Appeal: For decisions of the Co-Chairs made outside of a Managing Members' meeting, any commissioner may, by motion, challenge or appeal the Co Chairs' decision at the immediately following Managing Members' meeting provided that proper notice of such topic be provided under the Open Public Meetings Act.

~~10.~~ 11. **Hearings:** (budget, study sessions, etc.)

A. **Hearings.** During consideration of the budget and other matters requiring hearings by the Managing Members, the public is invited to testify. Meeting notice for hearings will be so annotated.

B. **Study Sessions.** Study Sessions may be held as a special meeting or in conjunction with a regular Alliance Managing Member meeting.

~~11.~~ 12. **Quorum:** Three (3) Commissioners from each of the Managing Members shall constitute a quorum for the convening of a meeting. In the absence of a quorum, the Managing Members present may proceed with any non-action agenda items and/or adjourn the meeting to a later date.

~~12.~~ 13. **Absences:** Any absence by a Commissioner from a meeting because of attendance to other Alliance or Homeport business shall be so recorded in the minutes of the meeting, and any such Alliance or Homeport related absence shall be automatically excused by the Managing Members.

~~13.~~ 14. **Commissioner Participation:** A Managing Member Commissioner who is physically absent may participate by phone or by other electronic means that allows real-time verbal communication without being in the same physical location, provided that they have the ability to listen to the proceedings, and the Commissioners and the public in attendance at the meeting have the ability to listen to the remotely participating Commissioner. A Commissioner may vote by audio or video conference or other equivalent technological means only when they have been able to hear or see the entire action item. This provision is specifically intended to facilitate the presence of a quorum when three or more Commissioners of a

Managing Member are not available to participate in person or to accommodate a traveling Commissioner.

ARTICLE V
ORDER OF BUSINESS FOR MEETINGS & HEARINGS

The order of business unless otherwise agreed to at the meeting shall be:

1. Call to Order.
2. Executive and/or Closed Session (if needed)[1], and if so, then reconvene into public session.
3. Flag Salute.
4. Report by Chief Executive Officer.
5. Public comment on General Business or other Alliance related matters.
6. Consent Agenda, to include approval of minutes of prior meeting(s), voucher and check approval and other matters proposed by Alliance staff in consult with the Alliance Co-Chairs. At the request of any Commissioner, an item on Consent shall be removed from the Consent Agenda to be considered separately.
7. Agenda items in numerical order, including introduction, reading, Managing Member motion, second, discussion, and vote on resolutions or motions.
8. General business (including informal discussion items, announcements, comments and committee reports, which may be raised by any Managing Member Commissioner, and staff review items).
9. Adjournment.

NOTE: All regular meetings at which final action is taken, shall include an opportunity at or before the meeting for public comment, which may be provided orally at a public meeting or by written testimony to be submitted before or at the meeting. Any written testimony to be submitted prior to the meeting and any requests to provide oral comment by remote means at the meeting shall be submitted to the Clerk at least 24 hours prior to the beginning of the meeting. Public comment may be had on any agenda item, at the meeting at which the matter is discussed by the Managing Members at the

[1] Following an Executive Session, the public meeting shall be reconvened and the Managing Members may consider items discussed in Executive session so long as prior to convening into Executive Session the appropriate announcement was made in the public session that action may occur after and as a result of the Executive Session.

appropriate time for accepting general public comments, as determined by the Managing Members. Such persons will be asked to state their name for the record, and to confine remarks to the matter under discussion. Such remarks shall be limited to three minutes.

ARTICLE VI
MOTIONS & RESOLUTIONS

1. Alliance Managing Members shall transact business by motion or resolution which may be made by any Managing Member Commissioner in attendance, including any one of the Co-Chairs of the meeting.

2. Voting on all motions or resolutions shall be "yea" and "nay" with the exception of Dual Action voting as described in ARTICLE II, Section 4 herein. Any Commissioner of a Managing Member may call for a roll call vote.
3. Approval by each Managing Member is defined as an affirmative vote of at least three of the five commissioners of such Managing Member, regardless of quorum.
4. Resolutions shall be numbered consecutively and the original copy of each resolution shall be kept in a book or books for such purposes, which shall be public records.
5. Except as the Managing Members shall otherwise approve, Managing Member proceedings shall generally follow the rules contained in the current edition of Robert's Rules of Order Newly, Revised.
6. Each Resolution shall be presented at two meetings before a vote is taken. No vote shall be taken at the first reading. Proposed amendments within the scope of the Resolution as presented at the first reading shall be submitted to the Clerk in writing prior to the second reading for distribution to the Managing Members prior to the vote on the Resolution. Whenever possible, the second reading should occur at the meeting immediately following the first reading. If both Managing Members consent, a resolution may be put on for final passage at the first meeting at which it is introduced.
7. Leases that are being presented to the Managing Members for authorization shall be presented at two meetings before a vote is taken. No vote shall be taken at the first reading, but Commissioners should provide staff with suggestions, input and feedback on the proposed Lease either in the meeting or before the second reading. At the second reading, staff shall report on any substantive changes to the proposed Lease since the first reading. If there is no objection by a Commissioner present at the meeting, a Lease may be put on for final passage at the first meeting at which it is introduced.

ARTICLE VII
MINUTES

1. All proceedings of the Alliance shall be made by motion or resolution and recorded in the minutes which shall be properly retained as required by law and which shall be public records. The announced purpose of any Executive Session will be entered into the meeting minutes.
2. When the Alliance Managing Members have approved the minutes of a meeting in accordance with ARTICLE V, the minutes, as approved, shall represent the sole, final, and considered determination of the Alliance Managing Members as to motions and resolutions set forth therein superseding all statements made by Commissioners at the meeting.
3. The Alliance staff shall be responsible for drafting, compiling and keeping minutes of Managing Member meetings.

ARTICLE VIII
AGENDA ITEMS TO BE CONSIDERED AND STAFFING

1. The CEO in conjunction with the Co-Chairs, will propose the agenda for each Alliance Managing Member meeting.
2. Each item shall have a written explanation and full briefing of all information necessary for a review, discussion of and vote on said business item, to be provided to the Managing Members one week prior to Alliance meetings, but in no event fewer than three (3) days before a regular Alliance meeting. An item may only be proposed at a regular Alliance meeting with less than three (3) days' notice in the event of an emergency or if the item is late-breaking and time-sensitive, in which case, written materials shall be provided to Commissioners and made available to the public as soon as possible. Materials should include, but not be limited to, a discussion on the following impacts:
    A. Financial
    B. Economic
    C. Environmental

3. An individual Commissioner wishing to place an item on the Managing Member meeting agenda may do so as follows:

   A. At a regular Alliance meeting, by motion to add the item to the agenda at the current or a future meeting. The motion to add the item to the agenda must receive a second and affirmative vote of the Managing Members; or

   B. By contacting the CEO with the request to place an item on the agenda. Commissioners are encouraged to make such request, if possible, not less than two weeks prior to the date of the meeting for which the agenda item is proposed to be added. The CEO will seek confirmation of the Alliance Co-Chairs prior to adding the requested item to the agenda, unless the requested item is an appeal or challenge of the decision of the Co-Chairs per Article IV, Section 10, in which case, the item shall be placed on the agenda.

4. The Managing Members recognize their role is in the governance of the Alliance and it is the role of the CEO to manage. The function of staff, under the direction of the CEO, is to implement policy and actions taken by the Managing Members as a whole. No individual Commissioner shall initiate with staff any significant action, project, research or study. The CEO, in consult with the Co-Chairs, shall determine whether a matter is significant.

ARTICLE IX
AMENDMENT OF BYLAWS

These Bylaws may be amended by the Alliance Managing Members by resolution duly adopted.

--END--

AMENDMENT PROPOSALS SINCE FIRST READING

Submitted by: Commissioner Deanna Keller

Article III, I A 11.

Substitute the following for the IGWG-proposed redline.

> Assist staff and work with their home port commissioners to assign commissioner representation at various community and industry groups, committee boards, and the like.

Rationale: This language removes the "if not already assigned by the home port" as well as allows staff to make requests of the co-chairs to help them assign commissioners. We are already doing this but it just adds clarity to a process already in motion. It also allows the co-chairs to be aware of these engagements as well as be part of the process. It also provides transparency for home port commissions.

Article III, I A 12.

Substitute the following for the IGWG-proposed redline.

> Upon request from the CEO, assist the CEO and work with homeport commissions to assign customer relationship engagement, business dealings, and the like.

Rationale: It still allows the CEO to work with the Co-Chair to make assignments, but it also suggests the Co-Chair works with their homeport commissions and again removes the language, “if not already assigned by the homeport.” It also identifies homeport commissions rather than the homeport which could be taken into a more general context. I don’t think we want that.

Article IV, Section 10

Substitute the following for the IGWG-proposed redline and move to Article III 1 A. as new number 14 *(under current numbering in the redline)*.

> **Appeal:** Any concerns of assignments made in Article III, Sections 10-13 by any commissioner need to be addressed to their corresponding Co-Chair. If no resolution can be made there, that commissioner may, by motion, challenge that assignment at the immediately following Managing Members’ meeting provided that proper notice be provided under the Open Public Meetings Act.

Rationale: I always believe the best possible process is when people have problems they to go to that person to try to resolve the problem. To go directly to any public session is, in my opinion, not a good plan. This then allows a process for concerns to made brought forward into public session for MM consideration and resolution. Third, it made me nervous about the language "outside of a Managing Member meeting" and "decision." I think assignments rather than decisions are more appropriate, again my opinion.

Article VIII 3 B

Strike the IGWG-proposed redline that reads, “unless the requested item is an appeal or challenge of the decision of the Co-Chairs per Article IV, Section 10, in which case, the item shall be placed on the agenda.”

Rationale: We already do this. To go back to an appeal process a month later doesn't really resolve the issue in a timely manner. It is standard operating procedure for any board and again, in my opinion, we don't need to make it more difficult. It is however, good to have the process in here for clarity for future presiding officers.

Item No.: 10F
Meeting Date: October 30, 2026

Second Reading and Adoption of Proposed Resolution 2026-07 Seventh Amended Northwest Seaport Alliance Managing Member Bylaws

THE NORTHWEST SEAPORT ALLIANCE
SEATTLE + TACOMA

Presenter Name: Dana Henderson, General Counsel

1

Action requested

Request Managing Members' adoption of The Northwest Seaport Alliance (NWSA) proposed Resolution 2026-07 amending the NWSA Managing Member Bylaws (Seventh Amended Bylaws) as recommended by the Internal Governance Work Group (IGWG)

THE NORTHWEST SEAPORT ALLIANCE
SEATTLE + TACOMA

2

2

Background

- IGWG recommendations focus on clarifying and specifically stating the Co-Chair's scope of authority and responsibilities.
- Article III, Section 1. Duties of Managing Member Officers, Co-Chairs contains the most proposed revisions.
- In addition to the substantive proposed revisions around Co-Chairs' duties, IGWG recommends additional minor housekeeping revisions within the document to improve organization including moving certain sections to the more relevant or appropriate section and to utilize numbering instead of bullets for easier referencing.
- Packet contains proposed amendments within the scope of the Resolution that were submitted by Commissioner(s) between first and second readings.

THE NORTHWEST SEAPORT ALLIANCE SEATTLE + TACOMA

3

3

Recommended Revision – Intro to Co-Chair Duties

Article III, 1. Co-Chairs The Co-Chairs should endeavor to be fair in the leadership of the Alliance and aim to grant each commissioner just and reasonable opportunities to participate in various meetings, speaking opportunities, Work Groups, and community or industry groups. The Co-Chairs also serve as the NWSA CEO's primary point for feedback and leadership, subject to Alliance's Master Policy on Delegation of Authority.

Reasoning: The added language describes the leadership role and expectations of the Co-Chairs.

IGWG members noted that while the objectives described may already be understood or assumed, explicitly stating them helps reinforce the significant leadership role and responsibilities of being a Co-Chair.

THE NORTHWEST SEAPORT ALLIANCE SEATTLE + TACOMA

4

4

Recommended Revision – Co-Chairs' Authority

Additional language recommended to Article III, 1.A.

The Co-Chairs have the authority and obligation to:

10. Designate one alternate commissioner from their same Homeport to serve as the Alliance representative and spokesperson when the Co-Chair is unavailable for a specific matter, if not already designated by the respective Homeport. The alternate commissioner should usually be the corresponding Homeport's Vice President and then the corresponding Homeport's Secretary, but the alternate may be otherwise at the Co-Chair's discretion. To the extent possible and practicable, the Co-Chairs should endeavor to have a spokesperson from each Managing Member.
11. Designate, at the Co-Chairs' discretion, commissioner representation at various community and industry groups, committees, boards, and the like, if not already designated by the respective Homeport.
12. Assign commissioner(s) to provide support, upon CEO request, for any customer relationship, engagement, business dealing, or the like.
13. Assign commissioner(s) to Work Groups, if not already assigned by the respective Homeport.

Reasoning: Adds greater specificity to the Co-Chairs' authority where not already determined by the respective Homeport. The current Bylaws are silent on these issues. Current practice varies and the proposed revisions clarify the role of the Co-Chairs, emphasize efforts to have representation from each Managing Member for speaking engagements, and defer, where appropriate, to the Homeports.

THE NORTHWEST SEAPORT ALLIANCE SEATTLE + TACOMA

5

5

Recommended Revision – Appeal process

Article IV. 10. Appeal For decisions of the Co-Chairs made outside of a Managing Members' meeting, any commissioner may, by motion, challenge or appeal the Co Chairs' decision at the immediately following Managing Members' meeting provided that proper notice of such topic be provided under the Open Public Meetings Act.

Reasoning: The proposed additional language confirms that any commissioner may challenge or appeal a decision by the Co-Chair(s).

THE NORTHWEST SEAPORT ALLIANCE SEATTLE + TACOMA

6

6

Recommended Housekeeping Revisions

IGWG recommends several administrative and/or housekeeping edits to improve organizational structure and to ensure consistency of references for the same concepts and terms:

- Moving the mechanics of meetings (Dual Action Vote, Discussion, and Action Process) that were in Article II – Organization and Duties of the Northwest Seaport Alliance Managing Members to the more appropriate location, Article IV – Meetings.
- Replacing bullet points with numbering for easier reference.
- Replacing reference of “NWSA” with “Alliance” throughout the document for consistency.

THE NORTHWEST SEAPORT ALLIANCE SEATTLE + TACOMA

7

7

Action requested

Request Managing Members’ adoption of The Northwest Seaport Alliance (NWSA) proposed Resolution 2026-07 amending the NWSA Managing Member Bylaws (Seventh Amended Bylaws) as recommended by the Internal Governance Work Group (IGWG)

THE NORTHWEST SEAPORT ALLIANCE SEATTLE + TACOMA

8

8