

THE NORTHWEST SEAPORT ALLIANCE
MEMORANDUM

MANAGING MEMBERS
ACTION ITEM

Item No. 9B

Date of Meeting February 6, 2024

DATE: January 30, 2024

TO: Managing Members

FROM: John Wolfe, CEO

Sponsor: NWSA Internal Governance Work Group

Project Manager: Dana Henderson, General Counsel

SUBJECT: A Recommendation by the NWSA Internal Governance Work Group to revise the Bylaws of The Northwest Seaport Alliance Managing Members (the "Bylaws")

Second Reading on Resolution 2024-01 Adopting The Northwest Seaport Alliance's Fifth Amended Bylaws (superseding Resolution 2022-03).

A. ACTION REQUESTED

By recommendation of The Northwest Seaport Alliance (NWSA) Internal Governance Work Group (IGWG):

Request Managing Members adopt Resolution 2024-01 (superseding 2022-03) and the associated Fifth Amended Northwest Seaport Alliance Bylaws as set forth in Exhibit "A" attached thereto.

B. SYNOPSIS

To address Commissioner requests, a draft revision to the NWSA Bylaws is attached to the proposed Resolution No. 2024-01 in both redline (changes are underscored for additions or ~~struck through~~ for deletions) and clean form. The Bylaws may only be amended by resolution duly adopted.

This item was read for the first time at the December 21, 2023 Managing Members meeting, and based on feedback from that meeting, additional proposed revisions were made by Commissioners, as discussed herein. **Proposed changes from the first reading are found in Section 5. NEW Proposed Revisions Since First Reading of this memo (pg. 6) and the attached draft revised Bylaws.**

C. BACKGROUND

A full copy of the proposed changes to the Bylaws is attached as Exhibit "A" to the resolution. The proposed Fifth Amended Bylaws would adopt changes to address the following issues:

1. First and Second Readings on Resolutions, Leases.

a. Resolutions

The IGWG considered striking the existing provision in the Bylaws regarding second readings for Resolutions, but landed on recommending that the Managing Members keep two readings, provided the second reading happens quickly after the first, and there is clarity that the topic is not to be voted on at the first meeting (and therefore cannot be "killed" by not passing it through to a second reading). The proposed revisions to Art. VI.6, below seek to clarify when second reading and vote occurs, and how to bring forward amendments between readings.

Each Resolution shall be presented at two meetings before a final vote is taken (~~first reading, followed by final vote at the second meeting.~~). A No vote shall be taken at the first reading, provided however, future. Proposed amendments within the scope of the proposed Resolution as presented at the first reading shall be submitted to the Clerk in writing prior to the allowed at second reading for distribution to the Managing Members prior to the final 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.

b. Leases

The NWSA Master Policy on Delegation of Authority provides that leases requiring Managing Member approval be subject to two readings. See NWSA Delegation of Authority Master Policy, Section 7.a. However, the Bylaws are currently silent on this issue. The IGWG recommends addition of language to the Bylaws to carry through the second reading concept from the Master Policy document to the Bylaws, as the Bylaws are the document most on point with regard to how to manage Managing Members' meetings. The below language would comprise a new Section VI.7 and read as follows:

VI. 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 both Managing Members consent, a Lease may be put on for final passage at the first meeting at which it is introduced.

2. Placing Items on the Agenda

The IGWG recommends additional structure around when and how items are placed on the agenda for Managing Members' meetings. The proposed changes to Article VIII, below, specify that the CEO and Co-Chairs set the agenda, and that any individual Commissioner may place an item on the agenda either by vote or by making the request of the CEO who will seek Co-Chair confirmation. The language on timing for production of materials for meetings has been moved from Art. VIII. 1 to the next section, Art. VIII.2:

1. The CEO in conjunction with the Co-Chairs, will propose the agenda for each Alliance Managing Member meeting. and the CEO's staff shall endeavor if possible to provide to the Alliance Managing Members all subjects to be considered at an Alliance meeting, including contracts calls for bids, and other items one week prior to regular Alliance public and executive session meetings, but in no event fewer than three (3) days before any Alliance meeting.
2. Each item shall have a written explanation and full briefing of all information necessary for a review, ~~and 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. 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. The deadline for submission of the proposed agenda item should, if possible, be 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.

3. Utilization of Staff

The IGWG considered the role of Commissioners as policymakers as opposed to management, and seeks to reiterate that the assignment of any significant work to staff should either be at the direction of the Managing Members as a body, or from the CEO in consultation with the Co-Chairs. While the intention of this section is not to limit interaction between staff and Commissioners, the IGWG recommends that commissioners work through the CEO to make any assignments of significant work to staff. This provision includes that the CEO will consult with the Co-Chairs in determining whether a matter is significant as used in this proposed new Section VIII.4:

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.

4. Other Housekeeping Revisions

OPMA Amendments. The Open Public Meetings Act was updated in 2022 post-pandemic. The proposed changes to the following sections are recommended by legal counsel to align the Bylaws with those changes. These proposed changes are not substantively different than the NWSA's current practices. See proposed revisions at the following sections:

Art. IV Sec. 1.B.3

Art. V Note

Art. VII Sec. 1

“Closed” Sessions. Current bylaws only speak to executive sessions. In addition to executive sessions, the Alliance regularly holds closed sessions under Federal Maritime Commission (FMC) Regulations pursuant to 46 U.S.C. §§ 40301-07; 5 U.S.C. § 552; 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 – FMC Agreement No. 201228 (FMC Session); *See also: West v. Port of Seattle and Port of Tacoma*, 194 Wn. App 821, 380 P.3d 82 (Div. 1 2016). The proposed changes at the following sections account for this practice and better clarify that the Alliance can and does hold executive and/or closed sessions. Please note, NWSA has long been permitted to

hold closed FMC Sessions by law, but the Bylaws are not specific on this point. The revisions at the following section are intended to create clarity on closed sessions:

Article III Sec. 1.
Article IV Sec. 1.A.
Article IV Sec. 3., 4., and 5.
Article V Sec. 2 Order of Business

General Clean Up Amendments. Upon review, the IGWG recommends the following general clean-up amendments:

Article I Sec. 3.B.1. and 2. re vote count for official positions of the Alliance

To clarify that a “unanimous” position is evidenced by an affirmative vote of three of the five Commissioners of each Managing Member. Bylaws currently reads “not less than three affirmative votes of each Managing Member” which could be read to imply that each Managing Member has more than one vote.

Article I Sec. 3.C. re term Co-Presidents

To correct reference to Co-Chairs instead of Co-Presidents (consistent with Article II Sec. 1. A. that Homeport Presidents serve as “Alliance Co-Chairs”).

Article II Sec. 1.B. re Co-Secretaries of the Alliance

To follow the structure throughout the paragraph clarifying the Homeport Secretaries serve as Alliance Co-Secretaries.

Article II Sec. 8 – re reference to the Alliance

To correct reference to The Northwest Seaport Alliance using the defined term of “Alliance” instead of the abbreviation “NWSA” consistent with Article I Sec. 2.

Article II Sec. 8 – re defined term “Homeport”

To correct reference to either “home port” to the defined term “Homeport” consistent with Article I Sec. 2.C.

Article IV Sec. 1.B.1. and 2. Re location of regular meetings

To correct the location name in 1. to Pierce County and add reference to the King County in 2. for consistency.

Article IV Sec. 6 – re notice of special meetings

To align the language with the RCW 42.30.080(2)(a).

Article IV Sec. 10 – re Commissioner remote participation

To acknowledge technology may change and to make references gender neutral.

Article V – re the consent agenda

To clarify that an individual commissioner may request an item be removed from the consent agenda, and it shall then be removed.

Article V Note – re public comment

To clarify that remote public comments will be accommodated when feasible, and to provide the process for submitting written testimony and requests to provide remote oral comment 24 hours in advance of the meeting.

5. NEW Proposed Revisions Since First Reading:

Since the first reading of Resolution No. 2024-01 at the December 21, 2023 Managing Members' meeting, the following additional proposed revisions to the Bylaws have been recommended by commissioners and vetted through counsel, as shown in **bold**, below (and in yellow highlight on the attached redline document and the associated slidedeck):

Agenda Setting (NEW)

Art. III, Sec. 2.:

Each item shall have a written explanation and full briefing of all information necessary for a review, and 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:

Art. VIII, Sec. 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** ~~The deadline for submission of the proposed agenda item should,~~ if possible, ~~be~~ 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.

Notice to Commissioners, CEO Prior to Speaking Publicly Re: NWSA (NEW)

Proposed New Art. I, Sec. 3. E.:

If a Commissioner intends to speak publicly about the NWSA 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.

No other proposed amendments have been submitted to counsel or the clerk since the first reading on Resolution 2024-01.

A. **FINANCIAL IMPLICATIONS**

Not applicable.

B. **ALTERNATIVES CONSIDERED AND THEIR IMPLICATIONS**

- **No Action Alternative:** The Bylaws would remain in effect as currently written.
- **Recommended Action:** Adopt the revisions as proposed in the draft Fifth Amended Bylaws, as amended since first reading and presented in Exhibit "A" to the proposed Resolution 2024-01.

C. ATTACHMENTS TO THIS REQUEST

- Proposed Resolution No. 2024-01
- Draft of proposed revisions to comprise the Fifth Amended Bylaws (in both redline and clean version)

D. PREVIOUS ACTIONS OR BRIEFINGS

- First Reading, Resolution 2024-01 First Amended Bylaws, 12/21/2023
- Internal Governance Work Group Discussions: 7/27/2023, 10/27/2023
- Resolution No. 2022-03 Adoption of Fourth Amended Bylaws, 12/6/2022
- Resolution No. 2021-007 Adoption of Third Amended Bylaws, 7/7/2021
- Resolution No. 2019-04 Adoption of Second Amended Bylaws, 7/19/2019
- Resolution No. 2015-07 Adoption of First Amended Bylaws, 1/19/2016
- Adoption of Bylaws, 8/4/2015

RESOLUTION NO. 2024-01

A RESOLUTION OF THE NORTHWEST SEAPORT ALLIANCE ADOPTING THE FIFTH AMENDED MANAGING MEMBER BYLAWS

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 authorizes the Ports to create a Port Development Authority ("PDA") to operate certain marine facilities jointly as the Alliance; and

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

WHEREAS, The Alliance Managing Members previously adopted Bylaws, to constitute the rules governing the transaction of business by the Northwest Seaport Alliance Managing Members; and

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

WHEREAS, the Managing Members previously adopted the First Amended Bylaws by Resolution 2015-07 in January 2016; and

WHEREAS, the Managing Members previously adopted the Second Amended Bylaws by Resolution 2019-04 in July 2019; and

WHEREAS, the Managing Members previously adopted the Third Amended Bylaws by Resolution 2021-07 in July 2021; and

WHEREAS, the Managing Members previously adopted the Fourth Amended Bylaws by Resolution 2022-03 in December 2022 and now desire to revise the Bylaws further to address processes for first and second readings on resolutions and leases, placing items on Managing Member meeting agendas, utilization of staff, and other housekeeping revisions;

NOW, THEREFORE, BE IT RESOLVED BY THE MANAGING MEMBERS OF THE NORTHWEST SEAPORT ALLIANCE that:

That the Fifth Amended Bylaws, as set forth in **Exhibit "A"** attached to this Resolution and by this reference incorporated herein, are adopted for the purpose of establishing the rules governing the transaction of business by The Northwest Seaport Alliance Managing Members.

ADOPTED by the Managing Members of The Northwest Seaport Alliance at a regular meeting held on the ____ day of _____ 2024 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

EXHIBIT A

THE ~~FOURTH~~FIFTH 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 ~~and~~ Community Policy ~~a~~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

Commented [Jmc1]: For consistent formatting with the rest of the document.

2. The Managing Members have taken a unanimous position as evidenced by ~~not less than three~~ affirmative votes of three of the five commissioners of each Managing Member.

C. ~~The Alliance Co-Presidents~~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.

D.E. If a Commissioner intends to speak publicly about the NWSA 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.

Commented [jmc2]: Same language as was included in the proposed First Amended Code of Governance and Conduct for Commissioners, presented in January. A Commissioner suggested placing the language in the Bylaws instead.

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.

Commented [jmc3]: Henderson Note 6/1/23: Change proposed simply so structure matches the President's line above.

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 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.
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.
7. **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.
8. **Work Groups:** The Managing Members may from time to time appoint 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 ~~NWSA Alliance~~ Managing Members or of either ~~home port~~ 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.~~

Commented [jmc4]: To refer to "Alliance" as the defined term in this document vs. "NWSA"

ARTICLE III
DUTIES OF MANAGING MEMBER OFFICERS

1. Co-Chairs shall:

- Preside at all public, ~~and~~-executive and other closed session meetings of the Alliance.
- 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.
- Preserve order and decorum at Alliance public and executive session meetings.
- Observe and enforce all rules adopted by the Managing Members.
- Decide all questions on order, in accordance with Alliance bylaws, subject to appeal by any Commissioner.
- Recognize individual Commissioners in the order in which they request the floor.
- Sign all resolutions, contracts, and other instruments as authorized by the Managing Members
- Rotate presiding responsibility, by simple rotation, whereby the Co-Chairs shall alternate meeting agenda management, regardless of the meeting location.

2. Co-Secretaries shall:

- Supervise the recording of the Alliance meeting minutes.
- Supervise staff in the retaining of a record of all Alliance motions and resolutions.
- Supervise the safekeeping of the seal and minute books.
- 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 11:30 a.m. 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~~ a 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 11:30 a.m.

B. The regular meeting locations shall be as follows:

1. The Port of Tacoma Fabulich Center in ~~Pierce~~ Pierce County in January, March, May, July, September, and November, and

~~2.~~ 2.—The Port of Seattle SeaTac Airport Conference Center in King County in February, April, June, August, October and December.

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.

~~3. 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~~

Commented [HD5]: Changes to align with recent revisions to OPMA

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.

Commented [HD6]: Our bylaws did not specify that we do non-executive session closed meetings under our FMC rules. These edits here and elsewhere on "closed" sessions are made to be clearer on that point.

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

- scheduled the same day as regular or special Alliance meetings, or
- 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 both Managing Member 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 ~~to each~~ local radio or television station ~~which~~that has on file with the Managing Members a written request to be notified of such special meeting or of all special meetings.

Commented [jmc7]: To track with RCW

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. 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

8. **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.

9. **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.

10. **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, in live meeting deliberations by audio or video conference, provided that ~~he or she has~~they have the ability to listen to ~~or view~~ the proceedings, and the ~~Managing Member~~ Commissioners and the public in attendance at the meeting have the ability to listen to ~~or see~~ the ~~absent~~remotely participating Commissioner. A ~~Managing Member~~ Commissioner may vote by audio or video conference or other equivalent technological means only when ~~he or she has~~they have been able to hear or see the entire ~~agenda~~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.

Commented [HD8]: Revisions here mainly to acknowledge that technology may change and still work for these purposes; also to make references gender neutral.

ARTICLE V ORDER OF BUSINESS FOR MEETINGS & HEARINGS

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

5th Amended Alliance Bylaws as passed 2.6.2024 4th draft 3rd amended - alliance bylaws clean as passed mmm 7-7-2112-6-22.docx

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 ~~determined~~proposed by Alliance staff in consult with the Alliance Co-Chairs. Any Managing Member At the request of any Commissioner, may request that an item on Consent shall be removed from the Consent Agenda to be considered separately discussed and voted upon.
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.

Commented [HD9]: Our bylaws did not well-acknowledge that we do closed sessions that do not meet the definition of Executive Sessions under the OPMA (FMC sessions are outside the scope of the OPMA, per federal law/preemption) revisions inserting "closed" sessions is to acknowledge that we have non-executive but not public sessions.

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 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 ~~must~~will be asked to state their name for 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. 5th Amended Alliance Bylaws as passed 2.6.2024 4th draft 3rd amended. alliance bylaws clean as passed mmm 7-7-2112-6-22.docx

record, and to confine ~~such~~ 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~~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, Revised.

~~5-~~

6. Each Resolution shall be presented at two meetings before a final vote is taken ~~(first reading, followed by final vote at the second meeting)~~. ~~A~~No vote shall be taken at the first reading ~~_, provided however, future~~ Proposed amendments within the scope of the ~~proposed~~ Resolution as presented at the first reading shall be submitted to the Clerk in writing prior to the ~~allowed at~~ second reading, for distribution to the Managing Members prior to the final 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.

Commented [HD10]: IGWG considered striking provision on second reading for Resolutions, but landed on recommending keeping two readings provided the second reading happens quickly after the first, and there is clarity that the topic is not voted on at the first meeting (and therefore cannot be "killed" by not passing it through to a second reading). Revisions seek to clarify when second reading and vote occurs, and how to bring forward amendments between readings.

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 both Managing Members consent, a Lease may be put on for final passage at the first meeting at which it is introduced.

Commented [HD11]: Revision is to track with Master Policy direction that Leases shall be presented at two readings; intent is that the structure for two readings be the same for Leases and Resolutions.

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 ~~a book or books kept for such purpose~~, 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.
- 2.
3. The Alliance staff shall be responsible for drafting, compiling and keeping minutes of Managing Member meetings.

Commented [HD12]: Revision to align with recent revisions to OPMA

ARTICLE VIII AGENDA ITEMS TO BE CONSIDERED AND STAFFING -- FILING NEW MATTERS

1. The CEO in conjunction with the Co-Chairs, will propose the agenda for each Alliance Managing Member meeting and the CEO's staff shall endeavor if possible to

Commented [HD13]: concept of materials needing to be provided in advance of meeting is moved to next Section VIII 2

5th Amended Alliance Bylaws as passed 2.6.2024 4th draft 3rd amended. alliance bylaws clean as passed mmm 7-7-2112-6-22.docx

~~provide to the Alliance Managing Members all subjects to be considered at an Alliance meeting, including contracts, call for bids, and other items one week prior to regular Alliance public and executive session meetings, but in no event fewer than three (3) days before any Alliance meeting.~~

2. Each item shall have a written explanation and full briefing of all information necessary for a review, ~~and~~ 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. The deadline for submission of the proposed agenda item should, if possible, be 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.

Commented [Jmc14]: New edit: To allow for "walk on" items that are late breaking and time-sensitive.

Commented [HD15]: This section requested by Co-Chairs and recommended by full IGWG for clarity on agenda setting

Commented [HD16]: This edit proposed between first and second readings to address commissioner concerns on timeline for submission

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.

Commented [HD17]: This section requested by Co-Chairs and recommended by full IGWG regarding use of staff time outside of direction from the MMs.

**ARTICLE IX
AMENDMENT OF BYLAWS**

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

--END--

EXHIBIT A

**THE FIFTH 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 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 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.
- 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.
- 7. 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.
- 8. Work Groups:** The Managing Members may from time to time appoint 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 shall:

- Preside at all public, executive and other closed session meetings of the Alliance.
- 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.
- Preserve order and decorum at Alliance public and executive session meetings.
- Observe and enforce all rules adopted by the Managing Members.
- Decide all questions on order, in accordance with Alliance bylaws, subject to appeal by any Commissioner.
- Recognize individual Commissioners in the order in which they request the floor.
- Sign all resolutions, contracts, and other instruments as authorized by the Managing Members
- Rotate presiding responsibility, by simple rotation, whereby the Co-Chairs shall alternate meeting agenda management, regardless of the meeting location.

2. Co-Secretaries shall:

- Supervise the recording of the Alliance meeting minutes.
- Supervise staff in the retaining of a record of all Alliance motions and resolutions.
- Supervise the safekeeping of the seal and minute books.
- 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 11:30 a.m. 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 11:30 a.m.

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.

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.

3. 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:
 - scheduled the same day as regular or special Alliance meetings, or
 - 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 both Managing Member 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. 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

8. 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.

9. 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.

10. 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 determined by Alliance staff. Any Managing Member Commissioner may request that an item be removed from the Consent Agenda to be separately discussed and voted upon.

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.

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, 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 both Managing Members consent, 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.
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--

Item No.: 9B

Meeting Date: February 6, 2024

5TH AMENDED BYLAWS

Proposed Revisions

Recommended by Internal Governance

Work Group – Second Reading Resolution 2024-01



THE NORTHWEST
SEAPORT ALLIANCE

SEATTLE + TACOMA

Internal Governance Work Group
Presenter: Dana Henderson, General Counsel

Action Requested

By recommendation of the Internal Governance Work Group:

Request Managing Members adopt Resolution 2024-01 (superseding 2022-03) and the associated Fifth Amended Northwest Seaport Alliance Bylaws, as set forth in Exhibit “A” attached thereto.

Note: slides only reflect changes to the proposed 5th Amended Bylaws made at the request of commissioners and with the advice/vetting of counsel since first reading; all other revised text is in the full set of materials.

Article VIII Sec. 2

How items are placed on the agenda

2. Each item shall have a written explanation and full briefing of all information necessary for a review, ~~and~~ 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:

- **Effect of new highlighted language: specifies that late-breaking and time-sensitive matters may be walked on at a regular meeting.**

Article VIII Sec. 3

How items are placed on the agenda

NEW: 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, The deadline for submission of the proposed agenda item should, if possible, be 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; or
- **Effect of proposed changes: provides structure, timeline, and process for commissioners adding items to the agenda.**

Proposed New Art. I, Sec. 3 (E)

If a Commissioner intends to speak publicly about the NWSA 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.

- **Effect of proposed changes: tracks to Homeport Bylaw provisions, requests that Commissioners notify each other and NWSA CEO prior to speaking publicly about the NWSA and other commissioners.**

Action Requested

By recommendation of the Internal Governance Work Group:

Request Managing Members adopt Resolution 2024-01 (superseding 2022-03) and the associated Fifth Amended Northwest Seaport Alliance Bylaws, as set forth in Exhibit “A” attached thereto.