

**THE NORTHWEST SEAPORT ALLIANCE**  
**MEMORANDUM**

**MANAGING MEMBERS**  
**ACTION ITEM**

**Item No.** 9F  
**Date of Meeting** December 6, 2022

**DATE:** November 2, 2022

**TO:** Managing Members

**FROM:** John Wolfe, CEO

**Sponsor:** NWSA Internal Governance Work Group

**Project Manager:** Dana Henderson, General Counsel

**SUBJECT:** First Reading on Resolution 2022-03 Adopting the Northwest Seaport Alliance's Fourth Amended Bylaws

**A. ACTION REQUESTED**

First reading of the Northwest Seaport Alliance (NWSA) Resolution 2022-03 Adopting the Fourth Amended Bylaws.

**B. SYNOPSIS**

To address Commissioner requests, a draft revision to the NWSA bylaws is attached to the proposed Resolution No. 2022-03. The NWSA bylaws may only be amended by resolution duly adopted. Under Section VII.6 of the bylaws, resolutions generally require two readings. Given the overall governance importance of bylaws, ample notice to members and the public of any bylaw change is preferred. Therefore, it is not recommended that first reading be waived.

**C. BACKGROUND**

A full copy of the proposed changes to the bylaws is attached as Exhibit A to the resolution. There is only one proposed change, which is to change the start time of regular meetings to shift from 11 to 11:30 a.m., with a corresponding shift in the start time of any closed session from 9 to 9:30 a.m. This change was requested by commissioners to best accommodate schedules and to allow for an on-time start of meetings. This change has been recommended by the Internal Governance Work Group, per their meeting of October 24, 2022.

The proposed Fourth Amended Bylaws would change the language regarding regular meetings as follows:

The regular meeting date and time of the Alliance Managing Members shall be 11:30 AM 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 or 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.

If this language is not changed, and if the preference is to hold meetings at times other than the currently-scheduled 11:00 a.m. (with a 9:00 a.m. start for any closed session), the meeting would need to be noted as a special meeting under the Open Public Meetings Act (OPMA), RCW 42.30. Under the OPMA, special meetings require certain notice and must specify the business to be transacted at the meeting, and final disposition may not be taken on any other matter not within the notice. See RCW 42.30.080.

**D. FINANCIAL IMPLICATIONS**

*Not applicable.*

**E. ALTERNATIVES CONSIDERED AND THEIR IMPLICATIONS**

- **No Action Alternative:** The bylaws would remain in effect as currently written.
- **Recommended Action:** After two readings, adopt the revision to the bylaws as proposed in the draft Fourth Amended Bylaws.

**F. ENVIRONMENTAL IMPACTS / REVIEW**

None.

**G. ATTACHMENTS TO THIS REQUEST**

- PowerPoint presentation.
- Resolution No. 2022-03

- Draft of proposed revisions to Fourth Amended Bylaws

#### **H. PREVIOUS ACTIONS OR BRIEFINGS**

- Internal Governance Work Group Discussion, October 24, 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