

THE NORTHWEST SEAPORT ALLIANCE
MEMORANDUM

MANAGING MEMBERS
ACTION MEMO

Item No.	<u>5C</u>
Date of Meeting	<u>July 2, 2019</u>

DATE: June 20, 2019

TO: Managing Members

FROM: **Sponsor:** John Wolfe, CEO
Presenter Manager: Carolyn Lake, Legal Counsel

SUBJECT: Update to the Northwest Seaport Alliance Bylaws

A. ACTION TO BE REQUESTED

First Reading of Resolution 2019-04 adopting proposed Second Amendment to NWSA Managing Members Bylaws and approval of the amendment by Managing Member by vote in open session to waive second reading and adopt Resolution at first reading.

B. BACKGROUND

On August 4, 2015, the Managing Members adopted various founding documents to create the NWSA, including the Managing Member Bylaws. The Bylaws govern Managing Member procedures, including defining officer duties, defining public and community affairs protocols, and describing the NWSA meeting structures.

In November of 2015, the Managing Members adopted Resolution 2015-07 which approved the First Amended Bylaws. The changes made at that time addressed the following:

- **CHANGES NOTED BY UNDERLINE/STRIKEOUT**
- **Article 1.2** – Modified description from “elected Commission” to “~~elected~~ /appointed Commission”
- **Article 1.3-** Amended the definition of a “unanimous” Managing Member vote
- **Article 2.4** - Modified the Process for a Dual Vote
- **Article 2.7** -Modified reference to “joint Chairs” to “Co-Chairs”
- **Article 2.8-** Added a new Article 2.8- “The Managing Members may from time to time appoint standing or special subcommittees, consisting of a subset of Managing Member Commissioners. Where any Managing Member sub-committee vote results in a tie, the subject of the vote shall be referred to the Managing Members for a vote in open session. 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.”
- **Article 3.1-** Established regular Chair rotation for Managing Member meetings (not linked to meeting location)
- **Article 4.1-** Clarifying regular meeting dates and locations
- **Article 4.8-** Clarify what action may occur absent a quorum

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- Various clean up edits (**Article 4.4, 4.5, 4.10 renumbering of Article 4.6-10**)
- **Article 5** – Amend public testimony in the order of Managing Members business, and clarifying Managing Member Action Item Process
- **Article 5.6** – added the word “second”: Agenda items in numerical order, including introduction, reading, Managing Member motion, second, discussion, and vote on resolutions or motions
- **Article 6.2** – Clarifying Managing Member voting process
- **Article 6.6** – Adding language to clarify voting process on first reading.” A vote shall be taken at first reading, provided however, future amendments within the scope of the proposed resolution shall be allowed at second reading, prior to the final vote.”
- **Article 8** – Adding that Managing Members memos shall include a discussion of a proposed action item’s impact on the following three areas:
 1. Financial
 2. Economic and
 3. Environmental.

C. SCOPE OF WORK

The proposed amendment modifies “Article V Order of Business for Meetings and Hearings” to add a regular item entitled “Report by Chief Executive Officer” which will precede Consent Agenda and Action items.

D. TEXT CHANGES:

Bylaw Text Amendments:

Addition to Bylaw language is shown by double underlined. A brief explanation for the change is provided.

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 Session (if needed), and if so, then reconvene into public session.
3. Flag Salute.
4. Report by Chief Executive Officer
5. 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.

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6. Public citizens' comment on General Business or other Alliance related matters.
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. Executive Session, (if necessary).¹
10. Adjournment.

Reason for change: The Report by the CEO is intended to provide context and introduction of the following Action Items under consideration by the Management Members.

C. FINANCIAL IMPLICATIONS

There are no financial impacts associated with the proposed change.

D. ECONOMIC IMPLICATIONS

There are no economic impacts associated with the proposed change.

E. ENVIORNMENTAL IMPLICATIONS

There are no environmental impacts associated with the proposed change.

Attachments: Proposed Resolution 2019-04 with Redlined Updated Bylaws

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.