

THE NORTHWEST SEAPORT ALLIANCE
MEMORANDUM

MANAGING MEMBERS
ACTION ITEM

Item No.	<u>7D</u>
Date of Meeting	<u>July 7, 2021</u>

DATE: June 18, 2021

TO: Managing Members

FROM: John Wolfe, CEO

Sponsor: NWSA Internal Governance Work Group

Project Manager: Dana Henderson, General Counsel

SUBJECT: Second Reading on Resolution Adopting The Northwest Seaport Alliance's Third Amended Bylaws

A. ACTION REQUESTED

Second reading and adoption of the Northwest Seaport Alliance (NWSA) Resolution 2021-007 Adopting the Third Amended Bylaws.

B. SYNOPSIS

At the June 1, 2021 Managing Members' meeting, the NWSA Internal Governance Work Group was asked to review the proposed 3rd Amended Bylaws and to discuss if further changes should be recommended to the Managing Members before a second reading and adoption. The Internal Governance Work Group met on June 10, 2021.

The Internal Governance Work Group recommends the Managing Members adopt the 3rd Amended Bylaws, as amended since the last Managing Members' meeting, and as presented herewith.

C. BACKGROUND

A full copy of the proposed changes to the bylaws is attached as Exhibit A to the resolution, many of which are housekeeping changes. The three primary substantive changes are further discussed in this memo.

- 1. Proposed Changes to Order of Business – Public Comment.** In recent public meetings, commissioners have requested changes to the NWSA bylaws to change the

usual order of business at Managing Members' meetings to hold public comment prior to the Consent Agenda. The proposed Third Amended Bylaws would change the Order of Business so comment is taken before any action, including by the consent agenda.

The proposed amended order of business is as follows:

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

1. Call to Order.
2. Executive Session¹ or Closed FMC Session (if needed), and if so, then reconvene into public session.
3. Flag Salute.
4. Report by Chief Executive Officer.
5. Public citizens' 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.
~~—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).~~²
10. Adjournment.

2. ***Proposed Changes to Regular Meeting Days – After Holidays and to Address Start Times.*** Additionally, commissioners have previously requested that regular meetings of the NWSA Managing Members not fall on the day immediately after a

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.

Monday holiday. In reviewing this language, additional housekeeping changes are proposed to clarify the regular start time for public session of the Managing Members is 11:00 a.m., and if an executive session or Federal Maritime Commission (FMC) closed session is held, it will occur prior to the regular 11:00 am public start time.

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

The regular meeting date and time of the Alliance Managing Members shall be 9-11:00 AM on the first Tuesday of each month, except if the Tuesday falls on the day before New Year's Day, 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 9:00 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 11:00 a.m.

If this language is not changed, and if the preference is to hold meetings on some day other than the Tuesday immediately following a Monday holiday, then in those months where the regular meeting falls on or immediately follows a holiday, 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. The proposed revisions regarding starting public session at 11:00 a.m. would align the bylaws with the Managing Members' current practice and would allow for a consistent 11:00 a.m. public start time.

3. ***Proposed Changes to Clarify Work Groups.*** Lastly, the NWSA only has one committee, the Audit Committee. Other groups of commissioners are less formally organized and are referred to as "Work Groups", so a housekeeping change has been proposed to Section II.8 to change all prior references to "Sub-committees" to "Work Groups" instead. The significance of this change is that the FMC has indicated an expectation that NWSA provide detailed minutes for all committees, but not so for Work Groups.

In practice, the NWSA Work Groups are less formal than a committee, and we do not currently keep minutes for Work Groups. This preserves staff time and allows for greater flexibility in Work Group meetings. Staff recommends keeping Work Groups

distinct from the Audit Committee, and the proposed substitutions in Section II.8 of the bylaws will help to clarify this distinction.

The Internal Governance Work Group has made additional changes to this section II.8, and seeks to stress the importance of transparency and accountability of each Work Group. No quorum of either Home Port shall be allowed in a Work Group and no final decisions or actions shall occur with the Work Group. The purpose of a Work Group is to provide recommendation to the Managing Member body. The recommended proposed amendment is as follows:

8. **Sub Committees Work Groups** - The Managing Members may from time to time appoint standing or special ~~subcommittees~~ Work Groups, consisting of a subset of Managing Member Commissioners. ~~—, but In no event may a Work Group or a meeting thereof include a quorum of the NWSA Managing Members or of either home port. 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.~~ 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.

D. FINANCIAL IMPLICATIONS

Source of Funds

Not applicable.

E. ALTERNATIVES CONSIDERED AND THEIR IMPLICATIONS

- **No Action Alternative:** The bylaws would remain in effect as currently written. This would mean that public comment could only occur before the consent agenda if no commissioner objected. Additionally, regular meetings would continue to occur on the Tuesday after a Monday holiday, and to change those dates would result in special meetings which have additional restrictions under the OPMA.
- **Recommended Action:** After two readings, adopt the revision to the bylaws as proposed in the draft Third Amended Bylaws.

F. ENVIRONMENTAL IMPACTS / REVIEW

None.

G. ATTACHMENTS TO THIS REQUEST

- PowerPoint presentation.
- Resolution No. 2021-007
- Draft of proposed revisions to Third Amended Bylaws

H. PREVIOUS ACTIONS OR BRIEFINGS

- Internal Governance Work Group review of proposed Third Amended Bylaws, 6/10/2021.
- First Reading of the Northwest Seaport Alliance (NWSA) Resolution 2021-007 Adopting the Third Amended Bylaws, 6/1/2021
- 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. 2021-07

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

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 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 Managing Members 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 now seek to update the Bylaws further.

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

The Third Amended Bylaws, as set forth in **Exhibit "A"** attached to this Resolution and by this reference incorporated herein, have been presented and read twice by the Managing Members and are recommended by the Internal Governance Work Group and are hereby adopted for the purpose of establishing the rules governing the transaction of business by The Northwest Seaport Alliance Managing Members.

ADOPTED by a majority of the members of The Northwest Seaport Alliance at a special meeting held on the 7th day of July, 2021 by a majority of the members being present and voting on this resolution and signed by its Co-Chairs and attested by its Co-Secretaries under the official seal of said Managing Members in authentication of its passage this 7th day of July, 2021.

Fred Felleman, Co-Chair
The Northwest Seaport Alliance

Richard Marzano, Co-Chair
The Northwest Seaport Alliance

ATTEST:

Deanna Keller, Co-Secretary
The Northwest Seaport Alliance

Sam Cho, Co-Secretary
The Northwest Seaport Alliance

EXHIBIT A
THE SECOND-THIRD 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 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 the matter or matters in open session, and

2. The Managing Members have taken a unanimous position as evidenced by not less than three affirmative votes of each Managing Member.
- C. Co-Presidents 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.

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. 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. **Sub-Committees/Work Groups**- The Managing Members may from time to time appoint standing or special subcommittees/Work Groups, consisting of a subset of Managing Member Commissioners. but In no event may a Work Group or a meeting thereof include a quorum of the NWSA Managing Members or of either home port. 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. 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 and executive 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 - 119:00 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. ~~the day before New Year's days.~~ 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 9:00 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 11:00 a.m.

- B. The regular meeting locations shall be as follows:
1. The Port of Tacoma Fabulich Center in Fife in January, March, May, July, September, and November, and
 2. The Port of Seattle SeaTac Airport Conference Center 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.
- 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 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 other laws, as they now exist and as may be amended in the future.

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

- Scheduled the same day as regular or special Alliance meetings, or
- With respect to special executive 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 Sessions.** Before convening an Alliance executive session, one of the Alliance Co-Chairs shall publicly announce the purpose for the executive 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 session will be concluded, and whether or not action is anticipated to be taken after and as a result of the executive 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 RCW42.30.080 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 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 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 in live meeting deliberations by audio or video conference, provided that he or she has 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 Commissioner. A Managing Member Commissioner may vote by audio or video conference only when he or she has been able to hear or see the entire agenda 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 Session (if needed)¹, and if so, then reconvene into public session.
3. Flag Salute.
4. Report by Chief Executive Officer.
5. Public citizens' comment on General Business or other Alliance related matters.

~~5-6.~~ 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.

~~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).

~~Executive Session, (if necessary).²~~

9. Adjournment.

NOTE: Public ~~comment citizens~~ may ~~speak be had~~ on any agenda item, ~~at the time the matter is discussed by the Managing Members, or at the commencement of~~ 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 state their name ~~and address for the record~~, and confine such remarks to the matter under discussion. Such remarks shall be limited to three minutes.

ARTICLE VI **MOTIONS & RESOLUTION**

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.~~

² ~~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.~~

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 proposes, which shall be public records.
5. Except as the Managing Members shall otherwise approve, Managing Member proceedings shall generally ~~follow~~ [follow the rules contained in the current edition of Robert's Rules of Order, Revised \(75th Anniversary Edition\)](#).
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 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. If both Managing Members consent - a resolution may be put on for final passage at the first meeting at which it is introduced.

ARTICLE VII **MINUTES**

1. All proceeding of the Alliance shall be made by motion or resolution recorded in a book or books kept for such purpose, which shall be public records.
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
ITEMS TO BE CONSIDERED - FILING NEW MATTERS

1. The CEO 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, 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 said business item, to include but not be limited to a discussion on the following impacts:
 - A. Financial
 - B. Economic
 - C. Environmental

ARTICLE IX
AMENDMENT OF BYLAWS

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

--END--



Item No.: 7D
Date of Meeting: July 7, 2021

Third Amendment to NWSA BYLAWS Second Reading

Presenter Dana Henderson, NWSA General Counsel

Updates to The Northwest Seaport Alliance Bylaws

ACTION REQUESTED:

**Second Reading and Adoption of Resolution 2021-07
proposed Third Amendment to NWSA Managing
Members Bylaws**



Update to The Northwest Seaport Alliance Bylaws

- **BACKGROUND:**
- On August 4, 2015, the Managing Members adopted various founding documents to create the NWSA, including the Bylaws.
- Bylaws govern various Managing Member meeting procedures including how votes occur, and officer duties.
- In November of 2015, and in July of 2019, the bylaws were previously amended by the Managing Members.
- The proposed would be the Third Amended Bylaws, which may be amended by resolution.
- **SINCE JUNE MMM:** Internal Governance Work Group met, made a few changes to the “Work Group” section, recommends adoption of the proposed Third Amendment as presented.

Three Substantive Proposed Amendments to NWSA Bylaws

- Order of Business – Public Comment.
- Regular Meeting Days when after holidays and start times.
- Clarification of “Work Groups”



Proposed Amendment to Order of Business (Art. V)

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. Public citizens' 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.
- ~~7. 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 needed)~~
9. Adjournment.

Proposed Amendment to Order of Business (Art. V)

Reason for change: Commissioner request for public comment before any vote is taken on the consent agenda.



Proposed Amendment on Regular Meeting Days and Public Meeting Time (Art. IV.1.A)

The regular meeting date and time of the Alliance Managing Members shall be ~~9-11:30~~ 11:30 AM on the first Tuesday of each month, except if the Tuesday falls ~~on the day before New Year's Day.~~ 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 9:00 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.



Proposed Amendment on Regular Meeting Days and Public Meeting Time (Art. IV.1.A)

Reason for Change:

- Commissioner request for regular Managing Members' Meeting to not fall on Holiday or day immediately following a holiday. Impact of this would be that next regular meeting would be on Wednesday.
- Aligning Bylaws to clarify that public sessions will always occur at 11:30 a.m., and executive or FMC closed sessions to occur at 9:00 a.m.
- Overall, changes will bring down need for special meetings.

Proposed Amendment: Sub-committees to Work Groups (Art. II.8)

8. ~~Sub Committees~~ Work Groups- The Managing Members may from time to time appoint standing or special ~~subcommittees~~ 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 Managing Members of either home port. Where any Managing Member sub-committee Work Group 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. 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.



Proposed Amendment Sub-committees to Work Groups (Art. II.8)

Reason for change:

- To align Bylaws with our current practice
- FMC has expressed expectation of full minutes for committees as opposed to work groups; we do not currently keep minutes for work groups.



Proposed Amendment Sub-committees to Work Groups (Art. II.8)

The Internal Governance Work Group changes are intended to stress the following:

- The importance of transparency and accountability of each Work Group.
- No quorum of either Home Port shall be allowed in a Work Group and no final decisions or actions shall occur with the Work Group.
- The purpose of a Work Group is to provide recommendation to the NWSA Managing Member body.

Third Amendment to The Northwest Seaport Alliance Bylaws

ACTION REQUESTED:

Adopt Resolution 2021-07 and the Third Amendment to NWSA Managing Members Bylaws as presented