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**DATE:** June 9, 2025  
**TO:** Port of Tacoma Commission  
**FROM:** Eric Johnson, Executive Director  
Sponsor: Heather Burgess, Port Legal Counsel  
**SUBJECT:** Bylaws Committee Report - Agenda Materials

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The Commission created a temporary Bylaws Committee to conduct annual review of the Commission Bylaws. The Committee had an initial meeting with Port Legal Counsel on February 18, 2025.

During that meeting, the Bylaws Committee identified provisions of the current Bylaws to discuss with the Commission and seek policy direction on before recommending potential changes to the Commission for adoption. Those provisions and questions for discussion are set out below for Commission consideration.

This item was originally on the May 20, 2025 Commission meeting agenda. The Commission directed that it be moved to the June 17, 2025 meeting to allow for in-person discussion.

**Policy Topic #1:**

**Article II. Commission Duties and Responsibilities**

1. In addition to the duties and responsibilities authorized by state law, in executing its responsibilities, the Commission shall:
  - ...
  - L.** Issue Proclamations as a Commission, issue communications expressing support, policy positions, recognitions, and public comment on issues affecting the Port, provided however, any communication to a governmental entity or leader or which takes a policy position on behalf of the Port not previously publicly endorsed by the Commission shall be circulated in advance to each Commissioner with sufficient time for review; acknowledging that review time may be short, dependent upon circumstance. Absent any timely objections by Commissioners, the communication will be sent.
  - M.** Commit to Commission Board member transparency, whereby substantive information provided by Port staff to any one Commissioner, is shared with all Commissioners; with the exception of de minimis communications and information provided to Commissioners as part of their service on a Commission-established Committee; however, these Committee materials will be provided to any Commissioner upon request.
2. Any Commissioners desiring to have any issue, project, commitment of resources, or other matter considered shall secure the support of at least one other Port Commissioner and may have such

item placed on the agenda of the Commission meeting following submission of the item to the President of the Commission. 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.

Bylaws Committee Questions for Commission Discussion:

1. Are there any Commissioner concerns with these provisions?
2. Are the requirements in paragraph 2 for placing items on a future agenda consistent with our practice with the “Non-Action – New Business” item on our regular meeting agendas? Per Article VI (Order of Commission Business), the “Non-Action – New Business” section allows “the Presiding Officer to call for new business items from Commissioners, Port staff, and members of the public for Commission consideration at a future meeting.” Should one or both be modified?

**Policy Topic #2:**

**Article III. Commission Organization**

4. The Commission will review and discuss the proposed assignment of Commissioners to outside Boards and Committees and assignments to the Commission’s Standing Committees during the last meeting of the calendar year. The Commission will approve Board and Committee assignments at the first meeting of the following calendar year. In the event of shared interest on Committee / Board assignments, the President shall decide.
8. The Commission may, from time to time, establish such Standing Committees as are necessary to conduct specialized work. A Standing Committee is defined as a Commission Committee that meets regularly and has on-going business, as opposed to Committees with short-term purposes. A Standing Committee Charter, if one is established, should address items such as scope of mission and authority, membership, meeting protocols and duration, and shall be approved by the Commission. The membership of Standing Committees shall be proposed by the President, subject to Commission approval. In general, a Commissioner shall not expect to serve more than two consecutive years on a Standing Committee, but tenure is at the discretion of the Commission. To remain in compliance with the Open Public Meetings Act (Chap. 42.30 RCW), Standing Committees shall not be comprised of more than two members of the Commission, as three or more members constitute a quorum of the Commission. The Commission may form temporary committees whose mandate shall be defined in the motion creating the temporary committee. Temporary committees formed to report findings or make recommendations to the full Commission, which do not conduct hearings or take testimony or public comment are not required to meet in public session.

Bylaws Committee Questions for Commission Discussion:

There have been questions about which of the Port Commission Committees are deemed a “Standing Committee” vs. a “temporary committee”. The Bylaws Committee was formed as a “temporary committee”. The other Commission committees to which members are appointed on an annual basis

are the Audit Committee, Local Economic Development Investment Fund (LEDIF), Workforce Development Working Group, and Tribal Liaisons. Of these, only the Audit Committee has consistently been treated as a “Standing Committee”.<sup>[1]</sup> The Bylaw Committee recommends that the Audit Committee, Workforce Development Working Group, and Tribal Liaisons be specifically identified in the Bylaws as Standing Committees with LEDIF included if that program continues.

1. Are there any Commissioner concerns with this recommendation?
2. Do Commissioners want to consider changing the 2-year Committee rotation assignment assumption in Section 8?
3. Should the last sentence of para. 4 be deleted to make it clear that Committee membership is approved by the Commission? Should other changes be made?

### **Other Recommended Changes**

The Bylaws Committee, in conjunction with Port Legal Counsel, has also identified the following recommended changes reflected on the attached redline, summarized as follows:

#### **Article III (Commission Organization), para. 1**

- Add clarification that where officers are elected at the December meeting (when there are no Commissioner elections) that the term of office begins on January 1, 2025.

#### **Article V (Commission Meetings), para. 1**

- Remove the four additional regular Commission meetings on first Thursday of February, May, September, and November.

#### **Article VI (Order of Commission Business)**

- Revised provision to allow order of action items and staff briefings to be altered at the discretion of the Presiding Officer.
- Added a provision to Commission Action Items for public hearings required by law to be included with Commission Action Items; removed “public hearings” from Special Orders of Business.

**Attachment:** DRAFT Ex. A to Res. 2025-xx, Amended and Restated Bylaws (Redline)

<sup>[1]</sup> For clarity, the DEI Working Group members were also appointed by the Commission annually; however, the work of that Committee has been discontinued.