

ACTION ITEM MEMO

Port of Tacoma Commission



Item No: 6E
Meeting Date: 6/16/26

DATE: June 8, 2026
TO: Port of Tacoma Commission
FROM: Eric Johnson, Executive Director
Sponsor: Heather L. Burgess, Dickson Frohlich Phillips Burgess PLLC, Port Legal Counsel
SUBJECT: Resolution 2026-05-PT–2026 - Adopting the Port of Tacoma Commission 2026 Amended & Restated Bylaws

A. ACTION REQUESTED

Request Commission approval of Resolution 2026-05-PT–2026 - Adopting the Port of Tacoma Commission 2026 Amended & Restated Bylaws.

Strategic Plan Initiative: OS-4

B. BACKGROUND

1. Bylaws Committee Review

In January 2025, the Commission created a temporary Bylaws Committee to conduct the annual review of the Commission Bylaws called for in Art. III, Sec. 5 of the current Bylaws (Res. 2024-01-PT).

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.

The Commission held that policy discussion during its June 2025 regular meeting and provided feedback to the Bylaws Committee and Port Legal Counsel. Port Legal Counsel made further proposed revisions based on the June 2025 Commission discussion and reviewed those revisions with the Bylaws Committee on January 5, 2026. However, further discussion with the Commission was delayed due to other Commission priorities.

On April 21, 2026, the Commission created a new temporary Bylaws Committee for 2026 to complete the review process. The Bylaws Committee met with Port Legal Counsel on April 26, 2026 to review the recommended changes.

At the May 7, 2026 regular meeting, the Bylaws Committee reviewed its final proposed redline draft with the Commission as a whole and solicited feedback for Port Legal Counsel to include in the final version of the updated Bylaws to be presented for Commission adoption.

2. Summary of Proposed Amendments

The proposed amendments, shown in the attached redline, are summarized below. Revisions made by Port Legal Counsel since the May 7, 2026 Commission discussion are indicated by *italics* in this summary.

Article II (Commission Duties and Responsibilities)

- Para. 1(L) - added language addressing scope of communications subject to limitation; *further revision added “external” and struck “to a governmental entity or leader or”.*
- Para. 2 – added clarifying language regarding treatment of requests for future agenda items made during “New Business” to align with the process used for requests made outside of Commission meetings.

Article III (Commission Organization)

- Para. 1 – clarified that where officers are elected at the December meeting (when there are no Commissioner elections) that the term of office begins on January 1.
- Paras. 4 and 8 – Committees and Work Groups. Revised existing Committee structure to redefine as Standing Committees (those with a Charter – which is currently only the Audit Committee) and Work Groups (everything else) and provide for the Commission President to make recommendations regarding outside Board, Committee and Work Group assignments for approval by the Commission. *Further revision added to Para. 4 to provide that “Assignments to Boards and Committees will be equitably distributed among the Commission” and to Para. 8 to allow another Commissioner to “attend and act in the place of an assigned Commissioner for a Committee or Work Group meeting if required due to an irreconcilable scheduling conflict.”*
- Para. 9 – Outside Boards. Revised provisions regarding appointment and tenure for Port-related outside boards.
- *Further revision: for clarity, added new Para. 10 to separately address conflicts of interest for Outside Boards. Replaced “may” with “shall” in last sentence regarding recusal.*

Discussion:

Ch. 42.23 RCW sets out the code of ethics for municipal officers regarding contract interests. Ch. 42.23 RCW applies to Port Commissioners as the definition of “municipality” includes districts, but applies only to contract interests. The far broader Ch. 42.52 RCW, Ethics in Public Service, applies only to state officers, agencies, and officials, and not to Port Commissioners.

Among other things, RCW 42.23.030 prohibits a municipal officer from voting, approving, or ratifying a contract in which he or she is beneficially interested, even if an exemption to the overall award of the contract by the agency applies.

A separate provision, RCW 42.23.040, governs “remote interests,” which is defined to include “that of a nonsalaried officer of a nonprofit corporation.” Where a remote interest exists, it must be disclosed, reflected in the minutes, and the interested officer may vote to authorize, approve, or ratify the contract provided the approving vote is sufficient without counting the vote of the officer having that remote interest. The same section also generally prohibits the award of contracts regardless of other applicable exemptions where the “officer influences or attempts to influence any other officer of the municipality...to enter into the contract.”

There are no reported cases or Attorney General opinions applying the remote interest provision of RCW 42.23.040 in the context of a non-profit board. And, by its terms, a member of a nonprofit board member would only have a “remote interest” under RCW 42.23.040 if serving as an officer, rather than just as a member, and the language prohibiting “influence” applies only to other Commissioners.

The Bylaws Committee proposed to add a new provision providing that Commissioners “may” recuse themselves from voting on a contract with or funding award benefiting an outside organization while also serving on the outside board for that organization to avoid the appearance of a conflict of interest. Following Commission discussion, the “may” has been revised to “shall,” with the balance of the language remaining the same regarding the appearance of conflict of interest; while recusal is not mandatory as a matter of law under RCW 42.23 simply due to outside board membership, it reflects best practices, and where a Commissioner serves as an officer of an outside board which would trigger the remote interest, the effective consequence of the remote interest exception under RCW 42.23.040 would be to not count the vote of the interested Commissioner in any event. Nothing precludes the Commission from adopting more stringent standards than state law provides.

Article V (Commission Meetings)

- Para 1. Removed three of the four additional regular Commission meetings on first Thursday, leaving only November (for extra budget meeting).

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 unless any Commissioner objects, in which case a vote is required.
- 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.
- Clarified scope of “New Business” to confirm with Commission practice and cross reference new provisions in Art. II, para. 2.

C. NEXT STEPS

Consider and Adopt Resolution 2026-05-PT—2026 - Adopting the Port of Tacoma Commission 2026 Amended & Restated Bylaws.