

ACTION ITEM MEMO

Port of Tacoma Commission



Item No: 9A
Meeting Date: 1/21/26

DATE: April 27, 2026
TO: Port of Tacoma Commission
FROM: Eric Johnson, Executive Director
Sponsor: Heather Burgess, Dickson Frohlich Phillips Burgess PLLC, Port Legal Counsel
SUBJECT: Bylaws Committee Report – May 7, 2026 Regular Meeting

A. BACKGROUND

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.

During the Bylaws Committee Report, the Committee will review its final proposed redline draft with the Commission as a whole and solicit feedback for Port Legal Counsel to include in the final version of the updated Bylaws to be presented for Commission adoption at the June 18, 2026 Commission meeting.

B. SUMMARY OF PROPOSED CHANGES

The Bylaws Committee, in conjunction with Port Legal Counsel, and based upon Commission feedback, recommends the changes to the Bylaws summarized below and reflected in the attached redline version:

Article II (Commission Duties and Responsibilities)

- Para. 1(L) - added language addressing scope of communications subject to limitation.
- 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.
- Para. 9 – Outside Boards. Revised provisions regarding appointment and tenure; added provision to clarify conflict of interest with the Port and to allow, but not require, Commissioners to recuse themselves from voting on contracts or funding involving outside organizations while serving on that organization’s board in order to avoid the appearance of a conflict of interest.

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. ATTACHMENTS

DRAFT Ex. A – Amended and Restated Bylaws (Redline)
Port of Tacoma Res. 2015-07, Amending the Audit Committee Charter
Port of Tacoma Amended Audit Committee Charter – May 2022