

COMMISSION AGENDA

Item No: 6B

Meeting: 9/15/22

DATE: August 30, 2022

TO: Port Commission

FROM: Eric Johnson, Executive Director
Sponsor: Heather Burgess, Port Legal Counsel

SUBJECT: **FIRST READING:** Resolution 2022-11-PT - Port of Tacoma Commission 2022 Amended and Restated Bylaws

A. ACTION REQUESTED

Complete first reading of proposed Resolution 2022-11-PT – Port of Tacoma Commission 2022 Amended and Restated Bylaws and provide feedback Port Legal Counsel for use in preparing a final version for Commission action at the October 20, 2022 Commission meeting.

B. BACKGROUND

Article III(3) of the Port of Tacoma Commission Bylaws calls for the Commission to conduct an annual review of its Bylaws, which govern the conduct of Commission business. RCW 53.12.245 requires the Commission to adopt rules governing the transaction of its business by resolution.

In 2020, the Commission created a Bylaw Committee and conducted a comprehensive review of the Commission Bylaws. This process culminated with the adoption of Amended and Restated Bylaws on August 20, 2020.

In 2021, Port Legal Counsel reviewed the Bylaws and recommended changes to the Commission. The Commission adopted revisions which made minor administrative changes, incorporated the Port's new Mission statement, and revised procedural provisions for consistency with corresponding amendments to the NWSA Managing Member Bylaws.

At the July 21, 2022 Commission meeting, Port Legal Counsel reviewed the Bylaws with the Commission and received Commission input on potential changes. Port Legal Counsel subsequently prepared and routed an initial draft to the Commission with the August 12, 2022 Friday packet.

Proposed changes are shown in the redline version of the Resolution, and key changes are summarized below. Where Commission input to Port Legal Counsel on the initial draft included an alternative proposal for consideration, it is noted in italics below for further Commission discussion and guidance.

Article II

- Deleted reference to “state law” for Commission international travel; this is a requirement of the Port's Master Policy Resolution.

Article III

- Revised provisions addressing the timing for election of officers and appointment to Commission Boards and offices per Commission feedback; created separate paragraph addressing timing and purpose of annual Commission retreat; created separate paragraph addressing annual Bylaw review; revised section on Standing Committees to conform with Port practice and comply with OPMA requirements.

Article V

- Revised proposed Commission meeting schedule per Commission feedback. As drafted, the new schedule would move regular meetings to the third Tuesday of each month and add a regular meeting on the first Thursday of each month in the months of January, March, May, July, September, and November for a total of 18 regular meetings per year; edited remaining provisions referring to meeting dates or days to conform with revised proposed schedule.
 - ***Alternative:*** (Comm. Meyer) – add a regular meeting on the first Thursday of each month in February, May, September and November only, for a total of 14 regular meetings per year rather than 18.
- Revised and updated remote meeting and attendance provisions to conform with 2022 legislative changes to the OPMA (ESHB 1329) and in response to Commission feedback. In considering changes, please note that ESHB 1329 requires, among other things, that (1) the Commission provide an opportunity for public comment “at or before” every regular meeting at which a final action is taken (comment may be oral or written) and (2) that while members of the Commission may attend meetings remotely, meetings must still have a physical location for the public to attend unless the meeting is being held fully remotely due to a declared emergency meeting statutory requirements.

Article VI

No changes currently proposed to Order of Commission Business.

- ***Alternative:*** (Comm. McCarthy) – move item 3 (Special Orders of Business, including Proclamations) to after item 7 (Commission Action Items).

Article VIII

- Modified requirements for signing of Resolutions to be signed by the President and attested to by the Secretary rather than requiring signatures of all Commissioners.

C. NEXT STEPS

Port Legal Counsel will prepare a final version of Resolution 2022-11-PT Port of Tacoma Commission 2022 Amended and Restated Bylaws based on Commission discussion and present it for action at the October 20, 2022 Commission meeting.