



**PORT OF TACOMA COMMISSION
ACTION AGENDA**

Item No. 6C

Date of Meeting August 20, 2020

DATE: July 23, 2020

TO: Port of Tacoma Commission

FROM: Commission Bylaws Committee
Commissioner Keller & Commissioner Ang

CC: Eric Johnson, Executive Director
Carolyn Lake, General Legal Counsel

SUBJECT: Proposed Adoption of Restated Bylaws

A. SYNOPSIS

The Commission is requested to adopt the proposed, 2020 Restated Bylaws by passage of Resolution 2020-05-PT, as recommended by the Commission Bylaws Committee.

B. BYLAWS PURPOSE.

Bylaws are the rules and principles that define the Commission's governing structure. While items such as the Master Policy, Delegation of Authority Master Salary & Benefit Resolutions are directions from Commission to Port Management, the Bylaws are the Commission's own internal statement of structure and protocols.

The proposed Restated Bylaws contain provisions relating to the ways the Commission conducts its affairs, the duties of each Commissioner and the responsibilities of the Commission's officers. The Bylaws also establish how the Commission calls and operates its meetings, how it maintains its minutes and records, and how it manages typical Commission behavior.

C. BACKGROUND.

The current Port of Tacoma Bylaws were last updated in 1994. With a new Executive Director and two new Commissioners, there was interest and energy for undertaking a "Bylaws re-boot".

Initial Committee Work. By consensus, the Commission approved creation of a Bylaws Committee at its meeting of May 21, 2020. Bylaw Committee members are Commissioner Keller & Commissioner Ang.

The Committee met on May 27, June 17 and June 24th. Committee members reviewed the existing Port Bylaws and numerous examples of Bylaws from working Ports within and outside of Washington state. Committee members devoted particular focus to strengthening Board structure, protocols and internal Commission processes, and on the role of and methods for accepting public comment.

Restated Bylaws. Because of the extent of content changes and additions, the Committee settled on a re-write/restatement of the Bylaws, as opposed to redlining the existing document. The result is the proposed, draft 2020 Restated Bylaws.

Commission Study Session. On July 16, 2020, the full Commission held a Study Session on the draft Restated Bylaws and provided comments on content.

At the July 16, 2020 Study Session, the Commission reviewed the draft Bylaws and provided comments.

- ✓ **STATEMENT OF PURPOSE - In Article I**, Preamble of the proposed Bylaws, the Committee has reserved a place holder to add the Port's mission statement which is currently under construction as part of the on-going Strategic Plan process.
- ✓ **MANAGEMENT STRUCTURE- Article II** of the proposed Bylaws addresses Commission duties and responsibilities, such as determining business activities, establishing financial policies and legislative priorities, and reserving to itself if, how and the extent to which the Port will carry out the governmental powers of taxation and eminent domain. Article II also addresses the protocols on how the Commissions carries out those duties.

Article III dives into how Commission organizes its business, including establishing an annual retreat or first meeting for assigning Commission membership and electing officers, process for creation of Standing and other Committees, and addressing service on outside Boards.
- ✓ **OFFICER DUTIES - Article IV** includes a description of position of Commission President, Vice President, Secretary and assistant, as well as procedure for officer removal or replacement, which is expected to occur only in extraordinary circumstances.
- ✓ **MEETING PROCEDURES-** The Bylaws also establish rules for the scheduling and procedures of Commission. In the proposed Bylaws, **Article V** addresses time, place and location of meetings. **Article VI** sets forth the Order of Commission meeting Agendas.

The remaining **Articles VII, VIII, IX and X** address Commission Motions, use of Resolutions, maintaining Minutes and process for Bylaw Amendments, in that order.

D. BYLAW REVISIONS RESULTING FROM STUDY SESSION.

Following the Study Session, the Bylaws Committee reached out to the full Commission for suggested language changes, to carry out the intent of the Study Session comments. The Bylaw Committee met thereafter on July 21, 2020 and reviewed and considered the comments of the full Commission and made revisions to the draft Bylaws accordingly.

The Committee now presents to the full Commission for consideration and adoption, Resolution 2020-05-PT with the updated, draft Restated Bylaws, attached as **Exhibit "1"**.

Also attached as **Exhibit 2** is a redlined version of the Bylaws, which reflects the edits suggested and comments made by Commissioners at the July 16 Study Session, as well as a description of the resulting language revisions made by the Committee.

Exhibit 3 is a Chart of Bylaw Updates (following 7/16/2020 Study Session Version).

E. ATTACHMENTS

- **Exhibit 1-** Resolution 2020-05-PT with **Exhibit A**, Proposed 2020 Restated Bylaws
- **Exhibit 2-** Redlined Restated Bylaws (changes from the Study Session version)
- **Exhibit 3-** Chart of Bylaw Updates (following 7/16/2020 Study Session Version)
- **Exhibit 4-** Copy of existing 1994 Bylaws
- **Exhibit 5-** Power Point

Resolution 2020-05-PT



A Resolution of the Port of Tacoma Commission adopting
the Port of Tacoma Commission's 2020 Restated Bylaws.

WHEREAS, the Port of Tacoma Commission Bylaws were last updated in 1994,

WHEREAS, the Commission determined that a Bylaws refresh is appropriate at this time and appointed a Bylaws Committee for the purpose of reviewing and refreshing the Bylaws,

WHEREAS, the Bylaw Committee consists of Commissioners Keller and Ang, with staff support,

WHEREAS, the Bylaws Committee met on May 27, June 17 and June 24, 2020, and the full Commission held a Study Session on the draft Restated Bylaws on July 16, 2020,

WHEREAS, the Bylaws Committee reached out to the full Commission for suggested language changes, to carry out the intent of the Study Session comments, and

WHEREAS, the Bylaw Committee met on July 21, 2020 and reviewed and considered the comments of the full Commission, and made revisions to the draft Bylaws accordingly, and as a result, now present to the full Commission for consideration and adoption, the updated, draft Restated Bylaws, attached hereto as **Exhibit "A"**.

NOW, THEREFORE, be it resolved:

1. That the 2020 Restated Bylaws as set forth in **Exhibit "A"** attached to this Resolution and by this reference incorporated herein, are adopted for the purpose of establishing the rules governing the transaction of business by the duly elected Port of Tacoma Commission.

ADOPTED by a majority of the members of the Port of Tacoma Commission at a regular meeting held on the 20th day of August 2020, a majority of the members being present and voting on this resolution and signed by its President and attested by its Secretary under the official seal of said Commission in authentication of its passage this 20th day of August 2020.

John McCarthy, President
Port of Tacoma Commission

ATTEST:

Don Meyer, Secretary
Port of Tacoma Commission

EXHIBIT A

2020 Restated

Port of Tacoma Commission Bylaws

Article I. PREAMBLE

The Port Commission is the legally constituted governing body of the Port of Tacoma. As a governing body of a special purpose public port district, it is charged with the responsibility of fulfilling legislatively mandated purposes and objectives.

These Bylaws shall constitute the rules governing the transaction of business by the duly elected Port Commission. Commissioners shall faithfully perform all duties of office. Commissioners shall abide by the principle that “public service is a public trust.” Commissioners shall uphold the integrity, impartiality and independence of the Commission and shall encourage and promote accountability, transparency and public confidence by their actions.

Commissioners shall safeguard the Port of Tacoma as a public agency whose primary mission shall be to invest public resources to advance trade and commerce, promote industrial growth, stimulate economic development and create jobs. [Reserved for insertion of the Port’s pending mission statement, being developed as part of the Strategic Plan process.]

Article II. COMMISSION DUTIES AND RESPONSIBILITIES

1. In addition to duties and responsibilities authorized by state law, in executing its responsibilities, the Commission shall:
 - A. Establish broad policies, overall direction and long-term objectives of the Port, as established in the Port’s Strategic Business Plan.
 - B. Select an Executive Director to implement Port policies and objectives and to administer and operate the Port based on the delegation of administrative responsibility and authority as adopted in the Master Policy, Delegation of Authority Resolution No. 20-04-PT as it now exists and as it may be amended or superseded from time to time. The Commission shall set the salary level and undertake an annual performance review and review the compensation of the Executive Director in public session. The Port Commissioners shall have discretion in determining the compensation of the Executive Director. The Commission and the Executive Director shall agree on the Executive Director’s Goals and Objectives on an annual basis and shall approve same in public session.
 - C. Approve the annual budget of the Port of Tacoma and set the amount of the annual tax levy by December 1 of each calendar year, pursuant to RCW 53.35.045.
 - D. Reserve to itself if, how, and the degree to which the Port will use the governmental powers of taxation and eminent domain.
 - E. Establish financial policies, including capital formation and debt issuance.

- F. Determine the types of business activity in which the Port will engage.
 - G. Identify short and long-term business strategies for enhancement of maritime and manufacturing/industrial/technological-related business as well as other activities in which the Port might engage.
 - H. Approve labor agreements.
 - I. Establish Port positions on significant governmental legislation.
 - J. Approve the annual Salary and Benefits Resolution. Delegate personnel administration to the Executive Director.
 - K. Approve the Audit Committee Charter and amendments thereto.
 - 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 issue.
 - 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.
 - N. Per state law requirement, Commission international travel shall be approved in advance by vote of the Commission in public session. The Commission shall strive to allocate travel opportunities equally amongst its members.
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.
 3. The President of the Commission in conjunction with the Executive Director shall be responsible for developing the agenda for Port Commission meetings. The Executive Director will present agenda topics developed by Port staff or in response to prior Commission direction. The President will present agenda items based on input from individual Commission members solicited by the President.
 4. A quorum of Commissioners may add, strike, and or reinstate items to any regular meeting agenda, by vote taken in public session prior to the public vote to approve that meeting's Agenda. Commissioners should exercise restraint when adding agenda items in order to

maintain public notice and comment opportunities.

5. The President of the Commission shall be the spokesperson for the Commission in expressing a view held jointly by the Port Commission, unless another spokesperson shall be delegated. However, individual Commissioners shall have the right to voice personal opinions differing from decisions taken or under review by the Port Commission as a whole as long as they are stated as such.

Article III. COMMISSION ORGANIZATION

1. The Commission shall elect new officers at the first meeting of each calendar year; An officer's term shall run for one (1) year beginning when elected, or until a successor is elected. However, whenever vacancies arise, they may be filled at any regular or special meeting of the Commission.
2. The Commission shall elect a President and a Secretary from its own members. Additionally, a Vice President and Assistant Secretary may be elected. The Commission shall rotate officer positions annually, to promote shared leadership opportunities and for orderly succession planning. During the temporary absence of any Commission officer, the officer next in line shall temporarily assume the duties of the absent officer in an acting capacity during the absence and in the following order: President, Vice President, Secretary, and Assistant Secretary. If a Commissioner's absence is lengthy or due to disability or the inability to serve, the Commission may appoint the officer next in line to the position held by the absent officer.
3. The Commission shall strive to hold a retreat each December or January, or as soon as possible thereafter, which agenda shall include the collaborate assignment of Commissioners to outside Boards and Committees, assignments to the Commission's Standing Committees, reviewing the duties associated with these assignments, and an annual review of these By-Laws. In the event of a statement on Committee / Board assignments, the President shall decide. As an alternative to the annual retreat, these items may be scheduled at the first annual Commission meeting when Commission officers are elected.
4. All proceedings shall be by motion or resolution. A record of the proceedings shall be recorded in the Minutes.
5. In the event of a vacancy in the office of Port Commissioner, such vacancy shall be filled pursuant to RCW 53.12.140 at the next general election, and pursuant to RCW 42.17.070 in the interim.
6. 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-termed 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. Standing Committees may act on behalf of the Commission as its representative if they have been approved to do so by the Commission by a vote of the majority in open session and if such authority is expressed in the Committee's Charter. Standing Committees shall notice their meetings and shall hold them in open session. 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 are not required to meet in public session.

7. Port-Related Board Memberships:

Tacoma Commissioners may serve on Port-related outside boards. This section applies to those outside boards, to which the Port Commission routinely assigns a Commissioner representative; this section does not apply to outside boards where a Commissioner is appointed by other officials/entities (Example: Gubernatorial appointment), or a Commissioner independently chooses to join the outside board. The Commission shall collaboratively assign Port-related board memberships for all Commissioners at the beginning of each calendar year. In general, a Commissioner shall not expect to serve on the same outside board for more than four consecutive years. One factor influencing whether service on an outside board should be extended is whether such an extension would allow the Commissioner to hold an officer position on the board. Commissioners who serve as members on outside boards shall avoid conflicts of interest. If such conflicts arise before those outside Boards, Commissioners shall recuse themselves from any consideration and voting upon the issue before the outside board that creates the conflict.

Article IV. OFFICER DUTIES

1. The President shall preside at all public meetings of the Commission and at executive sessions of the Commission, and shall sign all resolutions, contracts, official correspondence, and other instruments on behalf of the Commission as authorized by the Commission. The President shall perform all such other duties that are incident to the office or are properly required by the Commission. The President shall authorize the issuance of notices for regular and special meetings of the Commission as provided in **ARTICLE V** of these Bylaws. In addition, any one Commissioner may call for a future special meeting, during a regular or special meeting, which shall be scheduled and held upon approval by a quorum of the Commission.
2. The Vice President shall, during the absence or disability of the President exercise all the functions of the President. In addition, the Vice President shall have such powers and discharge such duties as may be assigned from time to time by the Commission by vote during public session.
3. The Secretary shall ensure that the recording of the minutes by Port Commission staff is carried out. The Secretary shall also ensure that Port Commission staff retain a record of all motions and resolutions adopted by the Commission, and shall supervise the filing of the approved minutes, and shall otherwise perform such further duties as are incident to the office and as are properly required by the Commission.
4. The Assistant Secretary shall, during the absence or disability of the Secretary, exercise all the

functions of the Secretary.

5. Any Commissioner who shall be elected to act for an incumbent elected officer during the temporary absence or disability of such officer shall exercise all the functions of the incumbent officer, but only during the continuance of the absence or disability of such officer.
6. Commission duties and responsibilities are outlined in **ARTICLE II** of these Bylaws.
7. The presiding officer shall:
 - A. Preserve order and decorum at the Commission meeting;
 - B. Observe and enforce all rules adopted by the Commission for its government;
 - C. Decide all questions on order, in accordance with these rules~ subject to appeal by any member to the Commission;
 - D. Recognize members of the Commission in the order in which they request the floor.
 - E. The presiding officer, as a member of the Commission, shall have only those rights, and shall be governed in all matters and issues by the same rules and restrictions, as other Commissioners.
 - F. The presiding officer at all meetings of the Commission shall be the President, and in his absence, the Vice President and in his absence, the Secretary, if a quorum is present.
8. Any member of the Commission, including the presiding officer, shall have the right to question any individual, including members of the staff, on matters germane to the issue properly before the Commission for discussion.
9. Officer Removal/Replacement. Any Commission Officer maybe removed from their Board Officer position and replaced by another Commissioner upon public vote by the Commission, provided however, these actions require at least four affirmative votes to pass.

Article V. COMMISSION MEETINGS

1. Regular Meetings: No additional notice shall be required for regular meetings; the time and place of which are established by these Bylaws or state law. Regular meetings of the Commission shall be held at noon. on the third Thursday of each month, provided, however, that in the event an executive session is to be held, the regular meeting shall convene prior to noon and shall immediately recess to an executive session, which shall be closed to the public. The regular meeting shall then reconvene at noon. If necessary, an executive session may be held at any time after convening, including at the end of a regular or special meeting. If, at any time, any regular meeting falls on a holiday, such regular meeting shall be rescheduled.
2. Special Meetings: Special public meetings may be called for any time by the President by delivering personally or by electronic mail written notice to each Commissioner; and to each local newspaper of general circulation and to each local radio or television station which has on file with the Commission a written request to be notified of such special meeting or of all special meetings. Such

notice must be delivered personally or by electronic mail at least twenty-four (24) hours before the time of such meeting, as specified in the notice. The call and 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 Port's website at least twenty-four (24) hours before the meeting. Final disposition shall not be taken on any other matter at such meeting by the Commission. 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 Commission 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 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 or when a Special Meeting has been approved by vote of a majority of the Commissioners as provided in Article IV, Section 1, herein.

3. Open Meetings. All meetings shall be open and public except as otherwise provided by these Bylaws or State law.
4. Place of Meetings: The regular meetings on the third Thursday of each month shall be held in the primary location of Room 104, at the Fabulich Center, 3600 Port of Tacoma Road, Tacoma, WA except:
 - A. If the Thursday falls on a legal holiday, or on the day before Christmas or New Year's,
 - B. The Commission, by a majority vote, may by motion recess from a meeting to a certain time set forth in the motion made therefor or may cancel a meeting, or
 - C. The Commission may meet at such alternative locations as may be determined, with the appropriate public notice given as provided by law.
5. Executive Sessions: The Commission may meet in executive session, which shall be closed to the public, during a regular or special meeting for all the purposes permitted by the Open Public Meetings Act (Chap. 42.30 RCW, and specifically RCW 42.30.110) and other laws.
6. Rules. *Robert's Rules of Order Newly Revised* (RONR), 11th Edition shall be used to guide meeting procedures in the absence of a governing Commission Bylaw or state law.
7. Agenda to be Provided. The Executive Director and his or her staff shall provide to the Port Commissioners all subjects to be considered at the Commission meeting, including contracts, call for bids, and other items on the Thursday preceding the Thursday meeting. Each item for which action is requested of the Commission shall have a written explanation and full briefing of all information necessary for the Commission's review, discussion, and action on said business item.
8. Transparency of Commission Operations: The Commission shall uphold the spirit and intent of the Open Public Meetings Act (Chap. 42.30 RCW) and shall conduct its meetings accordingly.
9. Adjournment or Continuation to a Special Meeting: Adjournment or continuation to a special meeting shall be pursuant to notice as required by law.
10. Quorum: Three (3) Commissioners shall constitute a quorum, pursuant to RCW 53.12.296. No

action defined by statute as the transaction of the official business of a public agency shall occur in the absence of a quorum. A Commission member who is physically absent may participate in live meeting deliberations by audio or video conference or equivalent technological means, provided that he or she has the ability to listen to or view the proceedings, and the Port Commission and the public have the ability to listen to or see the Commissioner.. This provision is specifically intended to facilitate the presence of a quorum when three or more Commissioners are not available to participate in person or to accommodate a Commissioner who may be traveling. This procedure may also be used in other unforeseen circumstances. Except in case of an emergency or critical situation, other unforeseen circumstance, or pursuant to other state law directive, at least one Commissioner must be physically present to preside over the meeting when other Commissioners are participating by audio or video conference or equivalent technological means. Port Commissioners participating by audio or video conference or equivalent technological means, may vote upon a matter, provided they have been present through an audio or video conference or equivalent technological means for the entire presentation and discussion of the particular agenda item that is being voted upon.

11. Absences: Any absence by a Commissioner from a meeting because of attendance to other Port business shall be so recorded in the minutes of the meeting. A vacancy in the office of port commissioner shall occur as provided in RCW 53.12.140 by nonattendance of a Commissioner at port commission meetings for a period of sixty days unless excused by the port commission.

Article VI. ORDER OF COMMISSION BUSINESS

The order of business at all regular meetings, unless otherwise agreed to by the Commission at such meeting, shall be as follows, provided, the specific order of action items and staff briefings shall be determined at the time notice of the meeting is given and may be altered at such meeting by consent of the Commissioners present:

Call to Order.

1. Executive Session (if necessary).*
2. Approval of the Agenda
3. Special Orders of Business, including Proclamations. **
3. Consent Agenda ***
4. Public Testimony****
5. Executive Director's Report
6. Commission Action Items
7. New Business*****
8. Committee Reports
9. Staff Briefings.

10. Announcements & Commissioner Comments.

11. Adjournment.

*Following an Executive Session, the public meeting shall be reconvened, and the Commission may consider items discussed in the Executive Session.

**Special Orders of Business may include items of a ceremonial nature, policy roundtables, public hearings, or any action that the Commission chooses to take up prior to consideration of other actions.

***The Consent Agenda shall include minutes available for approval. The President shall approve the list of items to be placed on the Consent Agenda. Unless otherwise requested by a Commissioner, all items under the Consent Agenda will be voted on as a single item, without further discussion. If a Commissioner requests discussion on a particular item, that item will be removed from the Consent Agenda and voted on separately following brief Staff Presentation and public testimony.

**** The Commission may also elect to take public comment on individual agenda action items following the Staff Presentation for that item and before Commission vote.

*****The Presiding Officer shall call for new business items from Commissioners, Port staff and members of the public, for Commission consideration at a future meeting.

Article VII. MOTIONS

1. Except as required by Article VII, the Commission shall transact its business by a motion made by any Commissioner in attendance or participating through audio or video conference or equivalent technological means, including the chair of the meeting.
2. All motions shall require a second to be recognized.
3. Voting on all motions shall be “yea,” “abstain,” or “nay” unless a roll call vote is requested by any Commissioner, in which case the Commission Executive Assistant or delegate shall call the roll in alphabetical order and record the vote of each Commissioner participating in the vote.
4. Concurrence of three (3) Commissioners shall be necessary and shall be sufficient for the passage of any motion, except as otherwise provided herein or by state law.

Article VIII. RESOLUTIONS

1. All matters, which in the judgment of the Commission, are of a legislative character shall be embodied in the form of resolutions. A resolution put on for final passage may be passed with the consent of three (3) Commissioners attending the meeting in person or through audio or video conference or equivalent technological means.
2. Voting on all resolutions shall be by “yea,” “abstain,” or “nay” unless a roll call vote is requested by any Commissioner, in which case, the Commission Executive Assistant or

delegate shall call the roll in alphabetical order and record the vote of each Commissioner participating in the vote.

3. Resolutions shall be numbered consecutively, and the original copy of each resolution shall be duly authenticated by the signature of the Commission Officers and by the seal of the Commission. Each resolution shall be filed by the Commission Secretary and preserved in a manner appropriate to a permanent public record.

Article IX. MINUTES

1. All proceedings of the Commission shall be filed by the Secretary and preserved in a manner appropriate to a permanent public record.
2. When the Commission has 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 Commission as to the motions and resolutions set forth therein, superseding all statements made by Commissioners at the meeting.

Article X. AMENDMENT OF THE BYLAWS

These Bylaws may be amended by the Commission by resolution duly adopted.

###

July 21, 2020 version

EXHIBIT 2

PROPOSED & RESTATED

Port of Tacoma Commission Bylaws

Article I. PREAMBLE

The Port Commission is the legally constituted governing body of the Port of Tacoma. As a governing body of a special purpose public port district, it is charged with the responsibility of fulfilling legislatively mandated purposes and objectives.

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 - B. Select an Executive Director to implement Port policies and objectives and to administer and operate the Port based on the delegation of administrative responsibility and authority as adopted in the Master Policy, Delegation of Authority Resolution No. 20-04-PT as it now exists and as it may be amended or superseded from time to time. The Commission shall set the salary level and undertake an annual performance review ~~the performance evaluation~~ and review the ~~performance pay~~ compensation of the Executive Director in public session. The Port Commissioners shall have discretion in determining the compensation ~~pay~~ of the Executive Director. The Commission and the Executive Director shall agree on the Executive Director’s Goals and Objectives on an annual ~~basis~~ basis and shall approve same in public session.
 - C. Approve the annual budget of the Port of Tacoma and set the amount of the annual tax levy by December 1 of each calendar year, pursuant to RCW 53.35.045.

Commented [CL1]: Com McCarthy suggested adding reference to other Commission duties/abilities.

Language added to address

Commented [CL2]: Com McCarthy suggested language changes

Modifications made

Commented [CL3]: Com Meyer preferred the term “compensation” as more accurate than the term “pay”

Language change made

Commented [CL4]: Com Myer

Commented [CL5]: Com McCarthy suggestion

- D. Reserve to itself if, how, and the degree to which the Port will use the governmental powers of taxation and eminent domain.
- E. Establish financial policies, including capital formation and debt issuance.
- F. Determine the types of business activity in which the Port will engage.
- G. Identify short and long-term business strategies for enhancement of maritime and manufacturing/industrial/technological-related business as well as other activities in which the Port might engage.
- H. Approve labor agreements.
- I. Establish Port positions on significant governmental legislation. ~~The Port shall take official positions as an organization on significant legislation only after the Commission has discussed it in open session and taken a position by majority vote.~~
- J. Approve the annual Salary and Benefits Resolution. Delegate personnel administration to the Executive Director.
- K. Approve the Audit Committee Charter and amendments thereto.
- 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 issue.-
- 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.
- M.N. Per state law requirement, Commission international travel -shall be approved in advance by vote of the Commission in public session. The Commission shall strive to allocate travel opportunities equally amongst its members.

Commented [CL6]: The first sentence addresses WHO sets legislative positions (the Commission). The second sentence addresses HOW. It was determined that the process for Commission consideration of legislative position is best addressed in the Master Policy, where Commission will direct Staff on what information is needed to make that determination.

Commented [CL7]: Com McCarthy & Com Marzano commented. Commenters appeared to believe this language required a public vote, which is not the Committee's intention.

Clarifying language added.

- 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.

3. The President of the Commission in conjunction with the Executive Director shall be responsible for developing the agenda for Port Commission meetings. The Executive Director will present agenda topics developed by Port staff or in response to prior Commission direction. The President will present agenda items based on input from individual Commission members solicited by the President.
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5. The President of the Commission shall be the spokesperson for the Commission in expressing a view held jointly by the Port Commission, unless another spokesperson shall be delegated. However, individual Commissioners shall have the right to voice personal opinions differing from decisions taken or under review by the Port Commission as a whole as long as they are stated as such.

Commented [CL8]: Commissioner Marzano commented caution about adding to the agenda after the agenda is published, citing notice to the public and fellow commissioners. and McCarthy also commented on timing.

Language added to address.

Article III. COMMISSION ORGANIZATION

1. The Commission shall elect new officers at the first meeting of each calendar year: ~~1.~~ An officer's term shall run for one (1) year beginning when elected, or until a successor is elected. However, whenever vacancies arise, they may be filled at any regular or special meeting of the Commission.
2. The Commission shall elect a President and a Secretary from its own members. Additionally, a Vice President and Assistant Secretary may be elected. The Commission shall rotate officer positions annually, to promote shared leadership opportunities and for orderly succession planning. During the temporary absence of any Commission officer, the officer next in line shall temporarily assume the duties of the absent officer in an acting capacity during the absence and in the following order: President, ~~Co-President~~, Vice President, Secretary, and Assistant Secretary. If a Commissioner's absence is lengthy or due to disability or the inability to serve, the Commission may appoint the officer next in line to the position held by the absent officer.
3. The Commission shall strive to hold a retreat each December or January, or as soon as possible thereafter, which agenda shall include the collaborate assignment of Commissioners to outside Boards and Committees, assignments to the Commission's Standing Committees, reviewing the duties associated with these assignments, and an annual review of these By-Laws. In the event of a statement on Committee / Board assignments, the President shall decide. As an alternative to the annual retreat, these items may be scheduled at the first annual Commission meeting when Commission officers are elected.
4. All proceedings shall be by motion or resolution. A record of the proceedings shall be

Commented [CL9]: Commissioners Myer, Marzano, and McCarthy all spoke in favor of auto-rotating officer versus election.

Commented [CL10R9]: Language to address added.

Commented [CL11]: Com McCarthy cited to potential for President appointments

Language added to address the role of the President, should collaboration not be successful.

recorded in the Minutes.

5. In the event of a vacancy in the office of Port Commissioner, such vacancy shall be filled pursuant to RCW 53.12.140 at the next general election, and pursuant to RCW 42.17.070 in the interim.
6. 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-termed 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. Standing Committees may act on behalf of the Commission as its representative if they have been approved to do so by the Commission by a vote of the majority in open session and if such authority is expressed in the Committee’s Charter. Standing Committees shall notice their meetings and shall hold them in open session. 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 are not required to meet in public session.
7. Port-Related Board Memberships:

Port of Tacoma Commissioners may serve on Port-related outside boards. This section applies to those outside boards, to which the Port Commission routinely assigns a Commissioner representative; this section does not apply to outside boards where a Commissioner is appointed by other officials/entities (Example: Gubernatorial appointment), or a Commissioner independently chooses to join the outside board. The Commission shall collaboratively assign Port-related board memberships for all Commissioners at the beginning of each calendar year. In general, a Commissioner shall not expect to serve on the same outside board for more than four consecutive years. One factor influencing whether service on an outside board should be extended is whether such an extension would allow the Commissioner to hold an officer position on the board. Commissioners who serve as members on outside boards shall avoid conflicts of interest. If such conflicts arise before those outside Boards, Commissioners shall recuse themselves from any consideration and voting upon the issue before the outside board that creates the conflict.

Article IV. OFFICER DUTIES

1. The President shall preside at all public meetings of the Commission and at executive

Commented [CL12]: Com McCarthy suggested defining a Standing Committee.

Language added to address.

Commented [CL13]: Com McCarthy commented, unsure if any structural change was requested or needed.

Commented [CL14]: Com McCarthy and Myer suggested “tune up”.

Clarifying language was added.

Commented [CL15]: Com McCarthy commented that service on a board shouldn’t prevent Commissioners voting on issues affecting that board.

Clarifying language is added.

sessions of the Commission, and shall sign all resolutions, contracts, official correspondence, and other instruments on behalf of the Commission as authorized by the Commission. The President shall perform all such other duties that are incident to the office or are properly required by the Commission. The President shall authorize the issuance of notices for regular and special meetings of the Commission as provided in **ARTICLE V** of these Bylaws. In addition, any one Commissioner may call for a future special meeting, during a regular or special meeting, which shall be scheduled and held upon approval by a quorum of the Commission.

2. The Vice President shall, during the absence or disability of the President ~~or both Co-Presidents,~~ exercise all the functions of the President. In addition, the Vice President shall have such powers and discharge such duties as may be assigned from time to time by the Commission by vote during public session.
3. The Secretary shall ensure that the recording of the minutes by Port Commission staff is carried out. The Secretary shall also ensure that Port Commission staff retain a record of all motions and resolutions adopted by the Commission, and shall supervise the ~~safekeeping of the seal and filing of the~~ approved minutes, and shall otherwise perform such further duties as are incident to the office and as are properly required by the Commission.
4. The Assistant Secretary shall, during the absence or disability of the Secretary, exercise all the functions of the Secretary.
5. Any Commissioner who shall be elected to act for an incumbent elected officer during the temporary absence or disability of such officer shall exercise all the functions of the incumbent officer, but only during the continuance of the absence or disability of such officer.
6. Commission duties and responsibilities are outlined in **ARTICLE II** of these Bylaws.
7. The presiding officer shall:
 - A. Preserve order and decorum at the Commission meeting;
 - B. Observe and enforce all rules adopted by the Commission for its government;
 - C. Decide all questions on order, in accordance with these rules~ subject to appeal by any member to the Commission;
 - D. Recognize members of the Commission in the order in which they request the floor.
 - E. The presiding officer, as a member of the Commission, shall have only those rights, and shall be governed in all matters and issues by the same rules and restrictions, as other Commissioners.
 - F. The presiding officer at all meetings of the Commission shall be the President,

Commented [CL16]: Executive Director pointed out archaic language.

Much appreciation was noted for seals; and language revision made.

and in his absence, the Vice President and in his absence, the Secretary, if a quorum is present.

8. Any member of the Commission, including the presiding officer, shall have the right to question any individual, including members of the staff, on matters germane to the issue properly before the Commission for discussion.
9. Officer Removal/Replacement. Any Commission Officer maybe removed from their Board Officer position and replaced by another Commissioner upon public vote by the Commission, provided however, these actions require at least four affirmative votes to pass.

Article V. COMMISSION MEETINGS

1. Regular Meetings: No additional notice shall be required for regular meetings; the time and place of which are established by these Bylaws or state law. Regular meetings of the Commission shall be held at noon. on the third Thursday of each month, provided, however, that in the event an executive session is to be held, the regular meeting shall convene prior to noon and shall immediately recess to an executive session, which shall be closed to the public. The regular meeting shall then reconvene at noon. If necessary, an executive session may be held at any time after convening, including at the end of a regular or special meeting. If, at any time, any regular meeting falls on a holiday, such regular meeting shall be rescheduled.
2. Special Meetings: Special public meetings may be called for any time by the President by delivering personally or by electronic mail written notice to each Commissioner; and to each local newspaper of general circulation and to each local radio or television station which has on file with the Commission a written request to be notified of such special meeting or of all special meetings. Such notice must be delivered personally or by electronic mail at least twenty-four (24) hours before the time of such meeting, as specified in the notice. The call and 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 Port's website at least twenty-four (24) hours before the meeting. Final disposition shall not be taken on any other matter at such meeting by the Commission. 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 Commission 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 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 or when a Special Meeting has been approved by vote of a majority of the Commissioners as provided in Article IV, Section 1, herein.
3. Open Meetings. All meetings shall be open and public except as otherwise provided by these Bylaws or State law.
4. Place of Meetings: The regular meetings on the ~~second-third~~ Thursday of each month shall be held in the primary location of Room 104, at the Fabulich Center, 3600 Port

of Tacoma Road, Tacoma, WA except:

- A. If the Thursday falls on a legal holiday, or on the day before Christmas or New Year's,
 - B. The Commission, by a majority vote, may by motion recess from a meeting to a certain time set forth in the motion made therefor or may cancel a meeting, or
 - C. The Commission may meet at such alternative locations as may be determined, with the appropriate public notice given as provided by law.
5. Executive Sessions: The Commission may meet in executive session, which shall be closed to the public, during a regular or special meeting for all the purposes permitted by the Open Public Meetings Act (Chap. 42.30 RCW, and specifically RCW 42.30.110) and other laws.
 6. Rules. *Robert's Rules of Order Newly Revised (RONR)*, 11th Edition shall be used to guide meeting procedures in the absence of a governing Commission Bylaw or state law.
 7. Agenda to be Provided. The Executive Director and his or her staff shall provide to the Port Commissioners all subjects to be considered at the Commission meeting, including contracts, call for bids, and other items on the Thursday preceding the Thursday meeting. Each item for which action is requested of the Commission shall have a written explanation and full briefing of all information necessary for the Commission's review, ~~and discussion, and action on~~ of said business item.
 8. Transparency of Commission Operations: The Commission shall uphold the spirit and intent of the Open Public Meetings Act (Chap. 42.30 RCW) and shall conduct its meetings accordingly.
 9. Adjournment or Continuation to a Special Meeting: Adjournment or continuation to a special meeting shall be pursuant to notice as required by law.
 10. Quorum: Three (3) Commissioners shall constitute a quorum, pursuant to RCW 53.12.296. No action defined by statute as the transaction of the official business of a public agency shall occur in the absence of a quorum. A Commission member who is physically absent may participate in live meeting deliberations by audio or video conference or equivalent technological means, provided that he or she has the ability to listen to or view the proceedings, and the Port Commission and the public have the ability to listen to or see the Commissioner.. This provision is specifically intended to facilitate the presence of a quorum when three or more Commissioners are not available to participate in person or to accommodate a Commissioner who may be traveling. This procedure may also be used in other unforeseen circumstances. Except in case of an emergency or critical situation, other unforeseen circumstance, or pursuant to other state law directive, at least one Commissioner must be physically present to preside over the meeting when other Commissioners are participating by audio or video conference or equivalent technological means.

Commented [CL17]: This section is from existing By-laws.

Commissioners generally expressed the need for flexibility on the amount of information required to be produced.

Language is added that the identified information is required for action items, as opposed to briefings, announcement, etc.

Port Commissioners participating by audio or video conference or equivalent technological means, may vote upon a matter, provided they have been present through an audio or video conference or equivalent technological means for the entire presentation and discussion of the particular agenda item that is being voted upon.

11. Absences: Any absence by a Commissioner from a meeting because of attendance to other Port business shall be so recorded in the minutes of the meeting. A vacancy in the office of port commissioner shall occur as provided in RCW 53.12.140 by nonattendance of a Commissioner at port commission meetings for a period of sixty days unless excused by the port commission.

Article VI. ORDER OF COMMISSION BUSINESS

The order of business at all regular meetings, unless otherwise agreed to by the Commission at such meeting, shall be as follows, provided, the specific order of action items and staff briefings shall be determined at the time notice of the meeting is given and may be altered at such meeting by consent of the Commissioners present:

Call to Order.

1. Executive Session (if necessary).*
2. Approval of the Agenda
- 2.3. Special Orders of Business, including Proclamations. **
3. Consent Agenda ***
4. Approval of the Agenda
- 5.4. Public Testimony****
5. Executive Director's Report
6. Commission Action Items
7. New Business*****
8. Committee Reports
9. Staff Briefings.
10. Announcements & Commissioner Comments.
11. Adjournment.

*Following an Executive Session, the public meeting shall be reconvened, and the

Commented [CL18]: Commissioner Myer suggested moving Approval of the Agenda higher on the Agenda.

Agenda order revised accordingly.

Commented [CL19]: Summary of Study Session comments are listed below. After much consideration, the Bylaws Committee determined that the proposed language adequately preserves full public comment opportunities and gives the Commission flexibility to adjust public comment opportunities as circumstance may require.

Commissioner McCarthy expressed desire for flexibility on when to hold public session and noted that the structure potentially allows three commenting opportunities. Commented on need for balance to hear from public and the ability for the Port to do its business.

Commissioner Keller appreciated balance but also noted the Port is carrying out the public's business.

Commissioner Ang noted that public comment at the beginning of the meeting allows those short of time to comment and leave.

Note: The Committee may wish to consider a practice adopted by Port of Olympia. Public comment is allowed at the beginning of the meeting, for a defined time (30 minutes). After 30 minutes, the Commission pauses public comment and takes up its business. At the conclusion of the business items, public comment resumes.

This process offers balance. It accommodates those with limited time by allowing them to comment early and incentivizes them to sign up early to be one of the speakers within the 30 minutes. It also allows Commission business to be timely addressed.

Com Marzano supported public comment at each action item.

Commission Ang asked if the three-minute limit is required and noted that Tacoma City Council adjusts speaking time based on # of speakers.

The three-minute limit is discretionary with each entity and the Port also could flex the time, as the City does. The Committee could choose to add this language within the Bylaws, or not.

Commented [CL20]: Commissioner Myer suggested that Port Executive Director give an overview of the action items on the agenda. (NWSA recently added this as an agenda item).

Commented [CL21]: Commissioners offered comments; unaware if structural changes were requested.

Commission may consider items discussed in the Executive Session.

**Special Orders of Business may include items of a ceremonial nature, policy roundtables, public hearings, or any action that the Commission chooses to take up prior to consideration of other actions.

***The Consent Agenda shall include minutes available for approval. The President shall approve the list of items to be placed on the Consent Agenda. Unless otherwise requested by a Commissioner, all items under the Consent Agenda will be voted on as a single item, without further discussion. If a Commissioner requests discussion on a particular item, that item will be removed from the Consent Agenda and voted on separately following brief Staff Presentation and public testimony.

**** The Commission may also elect to take public comment on individual agenda action items following the Staff Presentation for that item and before Commission vote.

*****The Presiding Officer shall call for new business items from Commissioners, Port staff and members of the public, for Commission consideration at a future meeting.

Article VII. MOTIONS

1. Except as required by Article VII, the Commission shall transact its business by a motion made by any Commissioner in attendance or participating through audio or video conference or equivalent technological means, including the chair of the meeting.
2. All motions shall require a second to be recognized.
3. Voting on all motions shall be “yea,” “abstain,” or “nay” unless a roll call vote is requested by any Commissioner, in which case the Commission Executive Assistant or delegate shall call the roll in alphabetical order and record the vote of each Commissioner participating in the vote.
4. Concurrence of three (3) Commissioners shall be necessary and shall be sufficient for the passage of any motion, except as otherwise provided herein or by state law.

Article VIII. RESOLUTIONS

1. All matters, which in the judgment of the Commission, are of a legislative character shall be embodied in the form of resolutions. A resolution put on for final passage may be passed with the consent of three (3) Commissioners attending the meeting in person or through audio or video conference or equivalent technological means.
2. Voting on all resolutions shall be by “yea,” “abstain,” or “nay” unless a roll call vote is requested by any Commissioner, in which case, the Commission Executive Assistant or delegate shall call the roll in alphabetical order and record the vote of each Commissioner participating in the vote.

3. Resolutions shall be numbered consecutively, and the original copy of each resolution shall be duly authenticated by the signature of the Commission Officers and by the seal of the Commission. Each resolution shall be filed by the Commission Secretary and preserved in a manner appropriate to a permanent public record.

Article IX. MINUTES

1. All proceedings of the Commission shall be filed by the Secretary and preserved in a manner appropriate to a permanent public record.
2. When the Commission has 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 Commission as to the motions and resolutions set forth therein, superseding all statements made by Commissioners at the meeting.

Article X. AMENDMENT OF THE BYLAWS

These Bylaws may be amended by the Commission by resolution duly adopted.

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EXHIBIT 3 – Chart of Bylaw Updates (following 7/16/2020 Study Session Version)

| Article & Page | Comment | Revised Language ¹ |
|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| II | Commission Duties & Responsibilities | |
| II p.1 | Com McCarthy suggested adding reference to other Commission duties/abilities. Language added to address | In <u>addition to duties and responsibilities authorized by state law</u> , in executing its responsibilities, the Commission shall... |
| II. 1. B p. | Com Meyer preferred the term “compensation” as more accurate than the term “pay” Language change made, deleting pay and substituting compensation | The Commission shall set the salary level and <u>undertake an annual performance</u> review and review the <u>compensation</u> of the Executive Director in public session. The Port Commissioners shall have discretion in determining the <u>compensation</u> of the Executive Director. |
| II. 1. B p.1 | Com McCarthy suggested language change Language change made | The Commission and the Executive Director shall agree on the Executive Director’s Goals and Objectives on an annual basis and shall approve same in public session. |
| II. 1. I p.2 | Executive Director suggestion: The first sentence addresses WHO sets legislative positions (the Commission). The second sentence addresses HOW. It was determined that the process for Commission consideration of legislative position is best addressed in the Master Policy, where Commission will direct Staff on what information is needed to make that determination. Language change made. | Establish Port positions on significant governmental legislation. The Port shall take official positions as an organization on significant legislation only after the Commission has discussed it in open session and taken a position by majority vote |

¹ Not all deleted language is shown for readability.

EXHIBIT 3 – Chart of Bylaw Updates (following 7/16/2020 Study Session Version)

| Article & Page | Comment | Revised Language ² |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| II. 1. L p.2 | Com McCarthy & Com Marzano commented. Commenters appeared to believe this language required a public vote, which is not the Committee's intention. Clarifying language added. | 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; <u>acknowledging that review time may be short, dependent upon circumstance. Absent any timely objections by Commissioners, the communication will issue.</u> |
| II. 1. N (new) p.2 | Committee suggested language to reflect state law | <u>Per state law requirement, Commission international travel shall be approved in advance by vote of the Commission in public session. The Commission shall strive to allocate travel opportunities equally amongst its members.</u> |
| II. 4 p.3 | Com Marzano commented caution about adding to the agenda after the agenda is published, citing notice to the public and fellow commissioners, Com McCarthy also commented on timing. Language added to address. | A quorum of Commissioners may add, strike, and or reinstate items to any regular meeting agenda, by vote taken in public session prior to the public vote to approve that meeting's Agenda. <u>Commissioners should exercise restraint when adding agenda items in order to maintain public notice and comment opportunities.</u> |

² Not all deleted language is shown for readability.

EXHIBIT 3 – Chart of Bylaw Updates (following 7/16/2020 Study Session Version)

| Article & Page | Comment | Revised Language ³ |
|----------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| III | Commission Organization. | |
| III.2 p.3 | Commission Organization. Commissioners Myer, Marzano, and McCarthy all spoke in favor of auto-rotating officer versus election. Language to address added. | The Commission shall elect a President and a Secretary from its own members. Additionally, a Vice President and Assistant Secretary may be elected. <u>The Commission shall rotate officer positions annually, to promote shared leadership opportunities and for orderly succession planning.</u> |
| III.3 p.3 | Com McCarthy cited to potential for President appointments Language added to address the role of the President, should collaboration not be successful. | The Commission shall strive to hold a retreat ... which agenda shall include the collaborate assignment of Commissioners to outside Boards and Committees, assignments to the Commission's Standing Committees.... <u>In the event of a statement on Committee / Board assignments, the President shall decide.</u> |
| III.6 p.4 | Com McCarthy suggested defining a Standing Committee. Language added to address. | The Commission may, from time to time, establish such Standing Committees as are necessary to conduct specialized work. <u>A Standing Committee is defined as a Commission Committee that meets regularly and has on-going business, as opposed to Committees with short-termed purposes.</u> A Standing Committee Charter, if one is established, <u>should address items such as scope of mission and authority, membership, meeting protocols and duration,</u> and shall be approved by the Commission. |
| III. 7 p.4 | Com McCarthy and Myer suggested “tune up” to this section. Clarifying language was added. | Tacoma Commissioners may serve on Port-related outside boards. <u>This section applies to those outside boards, to which the Port Commission routinely assigns a Commissioner representative; this section does not apply to outside boards where a Commissioner is appointed by other officials/entities (Example: Gubernatorial appointment), or a Commissioner independently choses to join the outside board.</u> |

³ Not all deleted language is shown for readability.

EXHIBIT 3 – Chart of Bylaw Updates (following 7/16/2020 Study Session Version)

| Article & Page | Comment & Committee Response | Revised Language ⁴ |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| III.7 p.4 | Com McCarthy commented that service on a board shouldn't prevent Commissioners voting on issues affecting that board. Clarifying language is added. | If such conflicts arise <u>before those outside Boards</u> , Commissioners shall recuse themselves from any consideration and voting upon the issue before the outside board that creates the conflict. |
| IV. | Officer Duties | |
| IV. 3 p.5 | Executive Director pointed out archaic language. Language revision made. | The Secretary shall also ensure that Port Commission staff retain a record of all motions and resolutions adopted by the Commission, and shall supervise the safekeeping of the seal <u>and filing of the</u> approved minutes, and |
| V. | Commission Meetings | |
| V.4 p.6 | Correction made | The regular meetings on the second <u>third</u> Thursday of each month |
| V. 7 p.7 | This section is from existing By-laws. Commissioners generally expressed the need for flexibility on the amount of information required to be produced. Language is added that the identified information is required for action items, as opposed to briefings, announcement, etc. | <u>Agenda to be Provided.</u> The Executive Director and his or her staff shall provide to the Port Commissioners all subjects to be considered at the Commission meeting, including contracts, call for bids, and other items on the Thursday preceding the Thursday meeting. Each item for which action is requested of the Commission shall have a written explanation and full briefing of all information necessary for the Commission's review, discussion, and action on said business item. |
| VI | Order of Commission Business | |
| VI p.8 | Com Myer suggested moving Approval of the Agenda higher on the Agenda. Agenda order revised accordingly | <ol style="list-style-type: none"> 1. Executive Session (if necessary).* 2. <u>Approval of the Agenda</u> |

⁴ Not all deleted language is shown for readability.

EXHIBIT 3 – Chart of Bylaw Updates (following 7/16/2020 Study Session Version)

| Article & Page | Comment | Revised Language ⁵ |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| VI p.8 | Summary of Study Session comments and Committee discussion are listed below. After much consideration, the Bylaws Committee determined that the proposed language adequately preserves full public comment opportunities and gives the Commission flexibility to adjust public comment opportunities as circumstance may require. | |
| | <p>Study Session Comments.</p> <p>Commissioner McCarthy expressed desire for flexibility on when to hold public session and noted that the structure potentially allows three commenting opportunities. Commented on need for balance to hear from public and the ability for the Port to do its business.</p> <p>Commissioner Keller appreciated balance but also noted the Port is carrying out the public's business.</p> <p>Commissioner Ang noted that public comment at the beginning of the meeting allows those short of time to comment and leave.</p> <p>Com Marzano supported public comment at each action item.</p> <p>Commission Ang asked if the three-minute limit is required and noted that Tacoma City Council adjusts speaking time based on # of speakers.</p> <p>The three-minute limit is discretionary with each entity and the Port also could flex the time, as the City does.</p> | <p>Committee Consideration:</p> <p>The Committee held discussion on a practice adopted by Port of Olympia. Public comment is allowed at the beginning of the meeting, for a defined time (30 minutes). After 30 minutes, the Commission pauses public comment and takes up its business. At the conclusion of the business items, public comment resumes.</p> <p>This process offers balance. It accommodates those with limited time by allowing them to comment early and incentivizes them to sign up early to be one of the speakers within the 30 minutes. It also allows Commission business to be timely addressed.</p> <p>Committee believed existing language allowed flexibility.</p> <p>The three-minute limit is discretionary with each entity and the Port also could flex the time, as the City does.</p> <p>The Committee chose not to add this language within the Bylaws.</p> |
| | ### | ### |

⁵ Not all deleted language is shown for readability.



PORT OF TACOMA

BYLAWS

Adopted 3-22-84
Amended 5-5-94

ARTICLE I

PREAMBLE

These Bylaws shall constitute the rules governing the transaction of business by the duly elected Port Commission.

ARTICLE II

ORGANIZATION OF THE COMMISSION

1. The Commission shall organize by the election from its own members of a President and Secretary. A Vice President and Assistant Secretary may be elected also, if desired. An acting President or acting Secretary may be elected at any time to serve as President and Secretary, respectively, during the temporary absence or disability of the regularly elected official. All proceedings of the Port Commission shall be by motion or resolution recorded in a book or books kept for such purpose, which shall be records.
2. The Commission shall elect new officers at its first regular meeting following the beginning of each calendar year, whose term shall run for one (1) year beginning when elected, and until the election of a successor. Vacancies in an office arising from any cause may be filled at any regular or special meeting of the Commission.
3. A vacancy in the office of port commissioner created by death, resignation, or otherwise, shall be filled as follows:
 - A. If there are simultaneously such number of vacancies that less than a majority of the full number of commissioners fixed by law remain in office, the legislative authority of the county shall within thirty days of such vacancies appoint the number of commissioners necessary to provide a majority. The commissioners thus appointed, together with any remaining commissioners, shall then, within sixty days of their appointment, meet and appoint the number of commissioners needed to complete the board of commissioners. However, if they fail to fill the remaining vacancies within this sixty-day period, the legislative authority of the county shall make the necessary appointments.
 - B. If a majority of the full number of commissioners fixed by law remains on the board, the remaining commissioners shall fill any vacancies. However, if they fail to fill any

vacancy within sixty days of its occurrence, the legislative authority of the county shall make the necessary appointment.

- C. A person appointed to fill a vacancy in the office of port commissioner shall serve until a successor is elected and qualified under chapter (D(13136)) 29.21 (/D) R.C.W. The person who is elected shall take office immediately after he or she is qualified and shall serve the remainder of the unexpired term.

ARTICLE III

DUTIES OF OFFICERS

1. The President shall preside at all public meetings of the Commission and at executive sessions of the Commission, and shall sign all resolutions, contracts, and other instruments on behalf of the Commission as authorized by the Commission, and shall perform all such other duties as properly required by the Commission. The President shall authorize the issuance of notices for regular and special meetings of the Commission. In addition, notices for a special meeting may be issued by any three Commissioners.
2. The Vice-President shall, during the absence or disability of the President, exercise all the functions of the President. In addition, the Vice-President shall have such powers and discharge such duties as may be assigned to him from time to time by the Commission.
3. The Secretary shall supervise the recording of the minutes by Port of Tacoma staff. The Secretary shall also supervise Port of Tacoma staff in the retaining of a record of all motions and resolutions adopted by the Commission, and shall supervise the safekeeping of the seal and the minute books, and shall otherwise perform such further duties as properly required by the Commission.
4. The Assistant Secretary shall, during the absence or disability of the Secretary, exercise all the functions of the Secretary.
5. Any Commissioner who shall be elected to act for an incumbent elected officer during the temporary absence or disability of such officer shall exercise all the functions of the incumbent officer, but only during the continuance of the absence or disability of such official.
6. The presiding officer shall:
 - A. Preserve order and decorum at the Commission meeting;
 - B. Observe and enforce all rules adopted by the Commission for its government;
 - C. Decide all questions on order, in accordance with these rules, subject to appeal by any member to the Commission;

D. Recognize members of the Commission in the order in which they request the floor.

The presiding officer, as a member of the Commission, shall have only those rights, and shall be governed in all matters and issues by the same rules and restrictions, as other Commissioners.

Any member of the Commission, including the presiding officer, shall have the right to question any individual, including members of the staff, on matters germane to the issue properly before the Commission for discussion.

The presiding officer at all meetings of the Commission shall be the President, and in his absence, the Vice President and in his absence, the Secretary, if a quorum is present.

ARTICLE IV

MEETINGS

1. Regular Meetings: The regular meeting of the Port Commission shall be held at 4:30 p.m. on the First and Third Thursday of each month, in Room 104, World Trade Center, 3600 Port of Tacoma Road, Tacoma, WA except:
 - A. If the Thursday falls on a legal holiday, or on the day before Christmas or New Year's.
 - B. The Commission, by a majority vote, may by motion recess from a meeting to a certain time set forth in the motion made therefor or may cancel a meeting.
2. Special Meetings: (R.C.W. 42.30.080) Special public meetings may be called for any time either by the President or by a majority of the Commissioners by delivering personally or by mail written notice to each Commissioner; and to each local newspaper of general circulation and to each local radio or television station which has on file with the Commission a written request to be notified of such special meeting or of all special meetings. Such notice must be delivered personally or by mail at least twenty-four (24) hours before the time of such meeting, as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. Final disposition shall not be taken on any other matter at such meeting by the Port Commission. 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 Commission a written waiver of notice. Such waiver may be given by fax. Such written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The 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.

3. Hearings: During consideration of the budget and other matters requiring hearings by the Commission, the public is invited to testify. Meeting notice for hearings will be so annotated.
4. Executive Sessions: The Commission may meet in Executive Session for all the purposes permitted by the Open Public Meetings Act (R.C.W. 42.30.110) and other laws, including, but not limited to, the following:
 - A. The consideration of matters affecting national security;
 - B. The selection of a site or the acquisition or disposition of real estate by lease or purchase, when publicity regarding such consideration would cause a likelihood of increased price;
 - C. To consider the minimum price at which real estate will be offered for sale or lease when public knowledge regarding such consideration would cause a likelihood of decreased price. However, final action selling or leasing public property shall be taken in a meeting open to the public;
 - D. To review negotiations on the performance of publicly bid contracts when public knowledge regarding such consideration would cause a likelihood of increased costs;
 - E. To consider, in the case of an export trading company, financial and commercial information supplied by private persons to the export trading company;
 - F. To receive and evaluate complaints or charges brought against a public officer or employee. However, upon the request of such officer or employee, a public hearing or a meeting open to the public shall be conducted upon such complaint or charge;
 - G. To evaluate the qualifications of an applicant for public employment or to review the performance of a public employee. However, subject to R.C.W. (D(20018)) 42.30.140 (D)(4), discussion by a governing body of salaries, wages, and other conditions of employment to be generally applied within the Port shall occur in a meeting open to the public, and when a governing body elects to take final action hiring, setting the salary of an individual employee or class of employees, or discharging or disciplining an employee, that action shall be taken in a meeting open to the public;
 - H. To evaluate the qualifications of a candidate for appointment to elective office. However, any interview of such candidate and final action appointing a candidate to elective office shall be in a meeting open to the public;

- I. To discuss with legal counsel representing the Port matters relating to Port enforcement actions, or to discuss with legal counsel representing the Port litigation or potential litigation to which the Port, the governing body, or a member acting in an official capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the Port.
- J. Communications within the attorney-client privilege recognized by Washington law, including without limitation R.C.W. 5.60.060(2).

Before convening in executive session, the presiding officer of a governing body shall publicly announce the purpose for excluding the public from the meeting place, and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer.

5. Adjournment or Continuation to a Special Meeting: Adjournment or continuation to a special meeting shall be pursuant to notice as required by law.
6. Quorum: Three (3) Commissioners shall constitute a quorum for the convening of a meeting. In the absence of a quorum, the members present may adjourn the meeting to a later date.
7. Absences: Any absence by a Commissioner from a meeting because of attendance to other Port business shall be so recorded in the minutes of the meeting, provided for in ARTICLE VII, and any such absence shall be automatically excused by the Commission.

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. Flag Salute
3. Approval of minutes of prior meeting(s).
4. Agenda items in numerical order, including introduction, reading, and vote on resolutions or motions.
5. General business (including informal discussion items, announcements, comments and committee reports, which may be raised by any Commissioner, and staff review items).
6. Public citizens' comment on General Business or other Port related matters.

7. Executive Session, if necessary
8. Adjournment.

NOTE: Public citizens may speak on any agenda item, at the time the matter is discussed by the Commission. Such persons must state their name and address, and confine such remarks to the matter under discussion. Such remarks shall be limited to three minutes on that item.

ARTICLE VI

MOTIONS & RESOLUTIONS

1. The Commission shall transact its business by motion or resolution which may be made by any Commissioner in attendance, including the chairman of the meeting.
2. Voting on all motions or resolutions shall be "yea" and "nay" unless a division is called for by any Commissioner, in which case the roll shall be called in alphabetical order and the vote of each Commissioner present recorded.
3. Concurrence of three (3) Commissioners shall be necessary and shall be sufficient for the passage of any motion or resolution.
4. Resolutions shall be numbered consecutively and the original copy of each resolution shall be kept in a book or books for such purpose, which shall be public records.
5. Except as the Commission shall by majority vote otherwise direct, Commission proceedings shall be governed by Robert's Rules of Order, Revised (Seventy-Fifth Anniversary Edition).

ARTICLE VII

MINUTES

1. All proceedings of the Port Commission shall be by motion or resolution recorded in a book or books kept for such purpose, which shall be public records.
2. When the Port Commission has 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 Port Commission as to the motions and resolutions set forth therein superseding all statements made by Commissioners at the meeting.

ARTICLE VIII

ITEMS TO BE CONSIDERED - FILING NEW MATTERS

The Executive Director and his staff shall provide to the Port Commissioners all subjects to be considered at the meeting, including contracts, call for bids, and other items on the Thursday preceding the Thursday meeting. Each item shall have a written explanation and full briefing of all information necessary for a review and discussion of said business item.

ARTICLE IX

AMENDMENT OF BYLAWS

These Bylaws may be amended by the Commission by resolution duly adopted.

SS:ram
Bylaws
5/11/94

Exhibit 5 - Power Point

Date of Meeting: 08.20.2020

Port of Tacoma Commission
Adoption of the
2020 Commission
Restated Bylaws


Commission Bylaws Committee:
Commissioner Keller &
Commissioner Ang


Port of
Tacoma
People. Partnership.
Performance.

1

1

Proposed 2020 Commission
Restated Bylaws




A. SYNOPSIS

The Commission is requested to adopt the proposed, 2020 Restated Bylaws by passage of Resolution 2020-05-PT, as recommended by the Commission Bylaws Committee.

2

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Proposed 2020 Commission
Restated Bylaws



B. Bylaws Purpose.

- Rules and principles that define the Commission's governing structure.
- Master Policy, Delegation of Authority Master Salary & Benefit Resolutions are directions from Commission to Port Management,
- Bylaws are the Commission's own internal statement of structure and protocols.

3

3

Proposed 2020 Commission
Restated Bylaws



B. Bylaws Purpose

- How the Commission conducts its affairs,
- Duties of each Commissioner and the responsibilities of the Commission's officers.
- How the Commission calls and operates its meetings,
- How it maintains its minutes and records, and how it manages typical Commission

4. behavior.

4

Proposed 2020 Commission
Restated Bylaws



C. BACKGROUND.

The current Port of Tacoma Bylaws were last updated in 1994. With a new Executive Director and two new Commissioners, there was interest and energy for undertaking a "Bylaws re-boot".

5

5

Proposed 2020 Commission
Restated Bylaws



C. BACKGROUND.

- Initial Committee Work. By consensus, the Commission approved creation of a Bylaws Committee at its meeting of May 21, 2020.
- Bylaw Committee members are Commissioner Keller & Commissioner Ang.

6

6

Proposed 2020 Commission
Restated Bylaws



C. BACKGROUND.

- The Committee met on May 27, June 17 and June 24th.
 - Reviewed the existing Port Bylaws and numerous examples of Bylaws from working Ports within and outside of Washington state.
 - Devoted particular focus to strengthening Board structure, protocols and internal Commission processes, and on the role of and methods for accepting public comment.

7

7

Proposed 2020 Commission
Restated Bylaws



C. BACKGROUND.

Committee settled on a re-write/ restatement of the Bylaws

- Due to extent of content changes and additions,
- As opposed to redlining the existing document.

8

8

Proposed 2020 Commission
Restated Bylaws



Commission Study Session.

- On July 16, 2020, the full Commission held a Study Session on the draft Restated Bylaws and provided comments on content.
- At the July 16, 2020 Study Session, the Commission reviewed the draft Bylaws and provided comments.

9

9

Proposed 2020 Commission
Restated Bylaws



D. BYLAW REVISIONS RESULTING FROM
STUDY SESSION.

- Following the Study Session, the Bylaws Committee reached out to the full Commission for suggested language changes
- The Committee met thereafter on July 21, 2020 and reviewed and considered the comments of the full Commission and made revisions to the draft Bylaws accordingly.

10

10

Proposed 2020 Commission
Restated Bylaws



D. BYLAW REVISIONS RESULTING FROM STUDY
SESSION.

- **Exhibit 1**-- Resolution 2020-05-PT with the updated, draft Restated Bylaws, attached
- **Exhibit 2** - Redlined version of the Bylaws, which reflects the edits suggested and comments made by Commissioners at the July 16 Study Session, and description of the resulting language revisions made by the Committee.
- **Exhibit 3** is a Chart of Bylaw Updates (following 7/16/2020 Study Session Version).

11

11

Proposed 2020 Commission
Restated Bylaws



The Bylaws Committee recommends:

Commission adoption of Resolution 2020-05-PT with the updated, draft Restated Bylaws, attached.



12

12

Port of Tacoma Commission Adoption of the 2020 Commission Restated Bylaws

Commission Bylaws Committee:
Commissioner Keller &
Commissioner Ang



Proposed 2020 Commission Restated Bylaws



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Proposed 2020 Commission Restated Bylaws



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Proposed 2020 Commission Restated Bylaws



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