



A Resolution of the Port of Tacoma Commission adopting the Port of Tacoma Commission’s 2021 Amended and Restated Bylaws

WHEREAS, the Port of Tacoma Commission Bylaws were last updated in 2020;

WHEREAS, on April 15, 2021, the Port of Tacoma Commission adopted the Port of Tacoma’s 2021-2026 Strategic Plan;

WHEREAS, also in 2021, the Northwest Seaport Alliance (“NWSA”) Internal Governance Work Group undertook a process to review the Bylaws of the NWSA Managing Members, resulting in the adoption of minor amendments to the same;

WHEREAS, the Port of Tacoma Commission, in consultation with Port Legal Counsel, has determined that certain amendments to the Port of Tacoma Commission Bylaws are appropriate to incorporate the adopted mission statement from the Strategic Plan and to provide procedural consistency where appropriate between the Port of Tacoma Commission and the NWSA Managing Members.

NOW, THEREFORE, be it resolved:

That the 2021 Amended and Restated Port of Tacoma Commission 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 **19<sup>th</sup> day of August 2021**, a majority of the members being present and voting on this resolution and signed by the Commission Officers in authentication of its passage this 19<sup>th</sup> day of August 2021.

PORT OF TACOMA COMMISSION

Dick Marzano, President

Donald G. Meyer, Vice-President

Deanna M. Keller, Secretary

Kristin Ang, 1<sup>st</sup> Assistant Secretary

John McCarthy, 2<sup>nd</sup> Assistant Secretary

## **EXHIBIT A**

# **2021 Amended and Restated**

## **Port of Tacoma Commission Bylaws**

### **Article I. PREAMBLE**

The Port Commission is the legally constituted governing body of the Port of Tacoma (“Port”). 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 (“Commission”). Commissioners shall faithfully perform all duties of their 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. The Port of Tacoma makes strategic investments in our harbor and community to promote prosperity, trade, and jobs, while protecting and enhancing our environment.

### **Article II. COMMISSION DUTIES AND RESPONSIBILITIES**

1. In addition to the duties and responsibilities authorized by state law, in executing its responsibilities, the Commission shall:
  - 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. 2021-08-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 be sent.
  - M. Commit to Commission Board member transparency, whereby substantive information provided by Port staff to any one Commissioner, is shared with all Commissioners; with the exception of de minimis communications and information provided to Commissioners as part of their service on a Commission-established Committee; however, these Committee materials will be provided to any Commissioner upon request.
  - 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 Bylaws. In the event of shared interest 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 42.12.070 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. 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/her/their absence, the Vice President and in his/her/their 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 may be 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. In the event an executive session under RCW 42.30.110 is to be held, the regular meeting may convene at 10:00 am, immediately recess to an executive session, which shall be closed to the public, after which the public session shall reconvene at noon. If necessary, an executive session may be held at any time after convening, including at the end of a regular meeting. If, at any time, any regular meeting falls on a holiday, such regular meeting shall be held on the next regular business day.
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 consider matters in executive session in accordance with the requirements of the Open Public Meetings Act (Chap. 42.30 RCW, and specifically RCW 42.30.110) and other laws.
6. **Scheduling of Executive Sessions:** Executive sessions shall be scheduled on the same day as regular or

special meetings.

7. Announcement of Executive Sessions: Before convening an executive session, the President shall publicly announce the purpose for the executive session and cite to the applicable statutory exception which applies to that meeting purpose, the estimated length of the session, the time when the executive session will be concluded, and whether or not action is anticipated to be taken after and as a result of the executive session.
8. Rules: The current edition of *Robert's Rules of Order Newly Revised* ("RONR") Edition shall be used to guide Commission meeting procedures in the absence of a governing Commission Bylaw or state law.
9. 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.
10. 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.
11. Adjournment or Continuation to a Special Meeting: Adjournment or continuation to a special meeting shall be pursuant to notice as required by law.
12. Quorum: Three (3) Commissioners shall constitute a quorum, pursuant to RCW 53.12.246. 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.
13. Absences: Any absence by a Commissioner from a meeting because of attendance at 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\*\*
4. Executive Director’s Report
5. Public comment on general business or other Port of Tacoma Commission related matters\*\*\*
6. Consent Agenda\*\*\*\*
7. Commission Action Items
8. Non-Action - New Business\*\*\*\*\*
9. Committee Reports
10. Issue Briefings
11. Announcements and Commissioner Comments
12. Adjournment

\*Following an Executive Session, the public meeting shall be reconvened, and the Commission may consider items discussed in the Executive Session so long as prior to convening into Executive Session the appropriate announcement was made in the public session that action may occur after and as a result of 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 Commission may also elect to take public comment on individual agenda action items following the Staff Presentation for that item and before Commission vote. Such persons must state their name and address for the record and confine such remarks to the matter under discussion. Such remarks shall be limited to three minutes.

\*\*\*\*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 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.