

# COMMISSION AGENDA

Item No: 9D

Meeting: 7/21/22

**DATE:** July 5, 2022  
**TO:** Port Commission  
**FROM:** Eric Johnson, Executive Director  
Sponsor: Heather Burgess, Port Legal Counsel  
**SUBJECT:** 2022 Port of Tacoma Commission Bylaws Review & Update

## A. ACTION REQUESTED

Review updates to the Port of Tacoma Commission Bylaws recommended by Port Legal Counsel and provide Commission input.

## B. BACKGROUND

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

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

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

For 2022, Port Legal Counsel has reviewed the Bylaws and recommends changes to the following provisions:

- **II.N** Correct reference to “state law” for Commission international travel; this is a requirement of the Port’s Master Policy Resolution.
- **III(3)** Update Commission retreat to correspond with current timing and practice (Feb/March), with annual business item (Committee assignments/review of duties) set for the first regular meeting in January with election of officers (III(1)). Move annual bylaw review to a separate provision, not tied to a specific Commission meeting.
- **III(6)** Remove reference to Standing Committees being required to be held in open session for consistency with previously adopted Audit Committee charter revision.
- **V(8)** The Commission has specified that “Robert’s Rules of Order Newly Revised” are to be used to guide Commission meeting procedure. If there are specific Robert’s Rules that the Commission wants to expand or elaborate upon, i.e. the process and timing for allowing a Motion to Reconsider, those could be added to this section.

- **V(12)** This section, governing quorums, also imposes restrictions on Commissioner remote participation. Recommend adding a separate section addressing remote meetings for consistency with 2022 amendments to the OPMA, including eliminating the requirement for one Port Commissioner to be in attendance to preside over the meeting. Request Commission input as to whether the Commission wishes to allow remote attendance at meetings without restriction or qualification, and if so, what notice is to be provided prior to doing so. Current Bylaws contemplate remote participation only to facilitate a quorum or accommodate a Commissioner who may be traveling.
- **VIII(3)** Update provision for signing of Resolutions to be signed by the President and attested to by the Secretary as having been adopted by a majority of the Commission during a referenced meeting; under the current Bylaws, all Commissioners should sign because each one is a “Commission Officer,” which can create objection where a Resolution is not unanimously passed.

#### **C. NEXT STEPS**

Port Legal Counsel will take Commission input from this meeting and incorporate changes into Resolution 2022-11-PT, a Resolution of the Port of Tacoma Commission adopting the Port of Tacoma Commission’s 2022 Amended and Restated Bylaws, which will be presented for Commission action at the August 18, 2022 Regular Meeting.