

Issue Briefing: 2022 Commission Bylaw Update

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Issue Briefing

2022 Commission Bylaw Update



- The purpose of this briefing is to review updates to the Port of Tacoma Commission Bylaws recommended by Port Legal Counsel and provide Commission input.
- Port Legal Counsel will take Commission input from this meeting and incorporate changes into Resolution 2022-11-PT, 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.

- 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.
- In 2021, Port Legal Counsel reviewed the Bylaws and recommended minor changes to the Commission, which were adopted on the Consent Agenda.

Recommended Changes - 2022



II.N. Correct reference to “state law” for Commission international travel; this is a requirement of the Port’s Master Policy Resolution.

- 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.

Recommended Changes - 2022

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.

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.

III(6). Remove reference to Standing Committees being required to be held in open session for consistency with previously adopted Audit Committee charter revision.

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.

Recommended Changes - 2022



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.

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.

Recommended Changes - 2022

V(12). Add a new 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 Commissioner remote attendance at meetings without restriction or qualification, and if so, whether notice is to be provided prior to doing so.

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.

Recommended Changes - 2022



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.

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.

Questions/Additional Discussion