

ACTION ITEM MEMO

Port of Tacoma Commission



Item No: 5C
Meeting Date: 4/21/26

DATE: April 13, 2026
TO: Port of Tacoma Commission
FROM: Eric Johnson, Executive Director
Sponsor: Heather Burgess, Dickson Frohlich Phillips Burgess PLLC, Port Legal Counsel
SUBJECT: Appointment of 2026 Temporary Bylaw Review Committee Members

A. ACTION REQUESTED

Request that the Commission appoint Commissioners Marzano and Ang as members of the temporary Bylaw Review Committee created in 2025 for the purpose of completing annual review of the Commission Bylaws with Port Legal Counsel and recommending revisions to the Commission.

Strategic Plan Initiative: OS-4.

B. BACKGROUND

RCW 53.12.245 requires the Port Commission to “by resolution adopt rules governing the transaction of its business.” The Commission satisfies this statutory obligation by adoption of Commission Bylaws. The Commission’s current Bylaws were adopted by Resolution 2024-01-PT on February 21, 2024.

Art. III, para. 5 of the Bylaws provides that “[t]he Commission will conduct an annual review of these Bylaws with the assistance of Port Legal Counsel.” While there has been an annual review conducted with the Commission each year since the current Port Legal Counsel started in 2021, substantive changes made to the Bylaws have been generally focused on those required by law, such as amendments to the Open Public Meetings Act, and otherwise minor administrative changes, such as revisions to the Order of Business.

In 2025, the Commission desired to engage in more comprehensive review, and so appointed then-Commission President McCarthy and Commissioner Ang to conduct the annual review of the Commission Bylaws, as authorized by Article III, para. 8. Port Legal Counsel was appointed to serve as staff to the Bylaw Review Committee.

The Committee had an initial meeting with Port Legal Counsel on February 18, 2025, and provided a report to the Commission during the June 2025 regular meeting during which the Commission discussed various provisions and provided feedback to the Bylaws Committee and Port Legal Counsel. The Bylaws Committee met again on January 5, 2026, and discussed further potential revisions, but an updated draft was not advanced to the full Commission for discussion or action due to other Commission priorities.

Since the annual Bylaw review was not completed in 2025, and the annual review process is ordinarily led by the Commission President in consultation with legal counsel, Port Legal Counsel recommends that Commissioner Marzano, as current President, be appointed to replace Commissioner McCarthy for purposes of completing the Committee's work, with Commissioner Ang retained on the Committee for continuity and efficiency.

C. **NEXT STEPS**

Following Commission approval, the 2026 Temporary Bylaw Review Committee will convene with Port Legal Counsel and review the prior work and recommendations of the Committee. Following that review, the Committee will bring forward proposed amendments for discussion as a Committee Report at the May 7, 2026 meeting and a final proposed 2026 Bylaws Resolution at the June 16, 2026 meeting.