

# COMMISSION AGENDA

Item No: 5C

Meeting: 10/20/22

**DATE:** September 27, 2022  
**TO:** Port Commission  
**FROM:** Eric Johnson, Executive Director  
Sponsor: Heather Burgess, Port Legal Counsel  
**SUBJECT:** **Second Reading** - Resolution 2022-11-PT:  
Port of Tacoma Commission 2022 Amended and Restated Bylaws

## A. ACTION REQUESTED:

Adopt proposed Resolution 2022-11-PT – Port of Tacoma Commission 2022 Amended and Restated Bylaws.

## 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 Bylaws 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.

At the July 21, 2022 Commission meeting, Port Legal Counsel reviewed the Bylaws with the Commission and received Commission input on potential changes. Port Legal Counsel subsequently prepared and routed an initial draft to the Commission with the August 12, 2022 Friday packet. The Commission provided additional feedback to Port Legal Counsel during the first reading of the proposed resolution at the September 15, 2022 Commission meeting.

Key changes from the Commission's current bylaws are summarized below. The final version also includes changes to the meeting schedule and order of business proposed and discussed during the September 15, 2022 Commission meeting:

### Article II

- Deleted reference to "state law" for Commission international travel; this is a requirement of the Port's Master Policy Resolution.

### Article III

- Revised provisions addressing the timing for election of officers and appointment to Commission Boards and offices per Commission feedback.

A separate paragraph was created addressing timing and purpose of an annual Commission retreat; created a separate paragraph addressing annual Bylaws review; revised the section on Standing Committees to conform with Port practice and comply with OPMA requirements.

#### **Article V**

- Revised proposed Commission meeting schedule per Commission feedback. The new schedule would move regular meetings to the third Tuesday of each month and add four additional regular meetings on the first Thursday of each month in the months of February, May, September, and November only, for a total of 16 regular meetings per year. The remaining provisions referring to meeting dates or days were edited to conform with the revised proposed schedule and an effective date of January 1, 2023 for the change was stated.
- Revised and updated remote meeting and attendance provisions to conform with 2022 legislative changes to the OPMA (ESHB 1329) and in response to Commission feedback. In considering changes, please note that ESHB 1329 requires, among other things, that:
  - (1) The Commission provide an opportunity for public comment “at or before” every regular meeting at which a final action is taken (comment may be oral or written).
  - (2) While members of the Commission may attend meetings remotely, meetings must still have a physical location for the public to attend unless the meeting is being held fully remotely due to a declared emergency meeting statutory requirements.

#### **Article VI**

- Revised Order of Commission Business to move item 3 (Special Orders of Business, including Proclamations) to after item 7 (Commission Action Items). Added a note providing that Special Orders of Business could be moved up on the agenda upon motion and with approval of the Commission as part of Agenda Approval at the start of each meeting.

#### **Article VIII**

- Modified requirements for signing of Resolutions to be signed by the President and attested to by the Secretary rather than requiring signatures of all Commissioners.

### **C. NEXT STEPS**

If adopted, the new Bylaws would become effective immediately except for the change to regular meeting schedule, which would take effect on January 1, 2023.