

RESOLUTION NO. 3193

A RESOLUTION of the Port Commission of the Port of Seattle, Washington, amending the Bylaws for the Port Commission and repealing all prior resolutions in conflict with this Resolution.

WHEREAS, the Bylaws governing the organization and transaction of business of the Port Commission of the Port of Seattle, Washington, were heretofore adopted by the Port Commission of the Port, and said Bylaws have been subsequently amended, most recently by Resolution No. 3137 and

WHEREAS, the Port Commission wishes to amend the Bylaws further to provide for a revised Order of Business on the open meeting agenda;

NOW, THEREFORE, be it resolved by the Port Commission of the Port of Seattle, Washington, as follows:

Section 1. The provisions of Article V of the Port's Bylaws are hereby amended to read as follows:

Order of Business: The order of business at all meetings, except for work sessions, unless otherwise agreed to by the Commission at such meeting shall be:

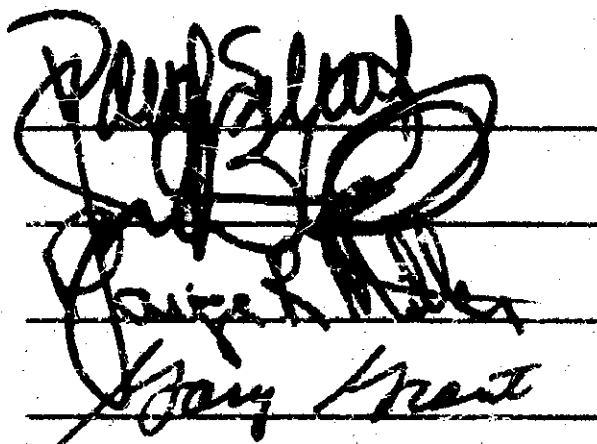
1. Call to Order
2. Executive Session (if necessary)*
3. Approval of Minutes
4. Special Order of Business
5. Unanimous Consent Calendar**
6. Policy and Staff Briefings
7. Marine Items
8. Aviation Items
9. General Business
10. New Business

* Following an Executive Session, the public meeting will be reconvened, and the Commission may consider items discussed in the Executive Session.

** Unless otherwise requested by a Commissioner, all items under the Unanimous Consent Calendar will be considered as a single item.

Section 2. This Resolution shall become effective upon its adoption and shall supercede all prior resolutions relating to Port Commission Bylaws to the extent inconsistent. As a result of this Resolution, the Port Commission Bylaws in their entirety shall be as set forth on Exhibit "A" hereto.

ADOPTED by the Port Commission of the Port of Seattle at a regular meeting this 28th day of March, 1995, and duly authenticated in open session by the signatures of the Commissioners voting in favor thereof and the seal of the Commission.



The image shows three handwritten signatures in black ink, written over a horizontal line. The signatures are written in a cursive style. The top signature is the most prominent and appears to be 'Paul S. ...'. The middle signature is partially obscured by the top one. The bottom signature is clearly legible as 'Gary ...'.

Port Commission

**BYLAWS OF THE
PORT OF SEATTLE**

ARTICLE I.

Preamble

These Bylaws shall constitute the rules governing the transaction of business by the duly elected Port Commission.

ARTICLE II.

Organization of the Commission

1. The Commission shall organize by the election from its own members of a President and Secretary. A Vice-President and Assistant Secretary may be elected also, if desired. An acting President or acting Secretary may be elected at any time to serve as President and Secretary, respectively, during the temporary absence or disability of the regularly elected official. All proceedings of the Commission shall be by action or resolution recorded in a book or books kept for such purpose, which shall be records.

2. The Commission shall elect new officers at its first regular meeting following the beginning of each calendar year, whose term shall run for one (1) year beginning when elected, and until the election of a successor. Vacancies in an office arising from any cause may be filled at any regular or special meeting of the Commission.

3. In the event of a vacancy in the office of Port Commissioner by death, resignation or otherwise, such vacancy shall be filled at the next general election, the vacancy in the interim to be filled by appointment by a majority vote of the remaining Commissioners within sixty (60) days of the creation of such vacancy. If there shall be at the same time such number of vacancies that there are not in office a majority of the full number of Commissioners fixed by law, the King County Council shall within thirty (30) days of such vacancies appoint the number of Commissioners necessary to provide a majority. The Commissioners thus appointed shall then within sixty (60) days of their appointment meet and appoint the number of Commissioners needed to complete the Commission ad interim through the next general election.

4. The Commission may, from time to time, establish such Standing Committees as are necessary to conduct its more specialized work. The composition of Standing Committees shall be determined by the Commission President. To remain in compliance with the Open Public Meeting Act (RCW 42.30), Standing Committees should never exceed two members. Such Committees report directly to the whole Commission on their work.

5. The Commission shall abide by the Commission Working Rules and Operating Procedures set forth in Exhibit A, which is incorporated in these Bylaws by this reference.

ARTICLE III.

Duties of Officers

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, and other instruments on behalf of the Commission as authorized by the Commission, and shall perform all such other duties as 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 and work sessions of the Commission as provided in ARTICLE IV hereof. In addition, notices for a special meeting may be issued by any three Commissioners.

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.

3. The Secretary shall supervise the recording of the minutes by Port of Seattle staff. The Secretary shall also supervise Port of Seattle staff in the retaining of a record of all motions and resolutions adopted by the Commission, and shall supervise the safekeeping of the seal and the minute books, 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 official.

ARTICLE IV.

Meetings

1. **Regular Meetings and Work Sessions:** No additional notice shall be required for regular meetings and work sessions, the time and place of which are established by these Sylaws. Regular meetings of the Commission shall be held at 1:00 p.m. on the second and fourth Tuesday of each month and work sessions shall be held at 1:00 p.m. on the Thursday before the first such regular meeting of each month, provided, however, that in the event an executive session is to be held, the regular meeting or work session shall convene at 12:00 noon and shall immediately recess to an executive session, which shall be closed to the public. The open public meeting shall then reconvene at 1:00 p.m. If, at any time, any regular meeting or work session falls on a holiday, such regular meeting shall be held on the next business day.

2. **Special Meetings:** Special public meetings may be called for any time either by the President or by a majority of the Commissioners by delivering personally or by 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 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 the business to be transacted. 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 telegram or facsimile transmittal. Such written 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.

3. Regular and special meetings and work sessions shall be open and public except as otherwise provided by these Sylaws.

4. **Place of Meetings:** Unless otherwise publicized in the same manner as provided hereinabove with respect to notice of special meetings, the regular meeting on the second Tuesday of each month and all special meetings and work sessions of the Commission shall be held at the Port of Seattle Headquarters Building, Pier 69, 2711 Alaskan Way, Seattle, Washington. Unless otherwise so publicized, the regular meeting on the fourth Tuesday of each month shall be held at Seattle-Tacoma International Airport, in the Auditorium, Mezzanine Level, Main Terminal. The place for holding such meetings may be changed by concurrence of a majority of the Commission.

5. **Executive Sessions:** The Commission may meet in executive session which shall be closed to the public during a regular or special meeting or work session for all the purposes permitted by the Open Public Meetings Act (RCW 42.30) and other laws, including, but not limited to, the following:

A. The consideration of matters affecting national security;

B. The selection of a site or the acquisition of real estate by lease or purchase, when public knowledge regarding such consideration would cause a likelihood of increased price;

C. The sale or lease of real estate when public knowledge regarding such consideration would cause a likelihood of decreased price;

D. Review of negotiations on the performance of publicly-bid contracts when public knowledge would cause a likelihood of increased costs;

E. The appointment, employment, or dismissal of a public officer or employee; provided that final action setting the salary, discharging or disciplining an employee or interviewing or appointing a candidate to elective office shall be at an open public meeting;

F. The hearing of complaints or charges brought against such officer or employee unless such officer or employee requests a public hearing;

G. Commission planning or adopting the strategy or position to be taken by the Commission during the course of any collective bargaining, professional negotiations, grievance or mediation proceedings, or reviewing the proposals made in such negotiations or proceedings while in progress;

H. Communications with legal counsel respecting agency enforcement action, litigation or potential litigation to which the governing body, or a member acting in an official capacity is, or is likely to become, a party when public knowledge regarding the discussion would cause a likelihood of adverse legal or financial consequence.

6. **Adjournment or Continuation to a Special Meeting:** Adjournment or continuation to a special meeting shall be pursuant to notice as required by law.

7. **Quorum:** Three (3) Commissioners shall constitute a quorum. No action [as the term "action" is defined in RCW 42.30.02G (3)] shall occur in the absence of a quorum.

8. **Absences:** Any absence by a Commissioner from a meeting because of attendance to other Port business shall be so recorded in the minutes of the meeting, provided for in ARTICLE VIII, and any such absence shall be automatically excused by the Commission.

9. **Cancellation of Meeting:** Any regular or special meeting or work session may be cancelled by the President.

ARTICLE V.

Order of Business

The order of business at all meetings, except for work sessions, unless otherwise agreed to by the Commission at such meeting shall be:

1. Call to Order
2. Executive session (if necessary)*
3. Approval of Minutes
4. Special Order of Business
5. Unanimous Consent Calendar**
6. Policy and Staff Briefings
7. Marine Items
8. Aviation Items
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* Following an Executive Session, the public meeting will be reconvened, and the Commission may consider items discussed in the Executive Session.

**Unless otherwise requested by a Commissioner, all items under the Unanimous Consent Calendar will be considered as a single item.

ARTICLE VI.

Motions

1. Except as otherwise required by ARTICLE VII, the Commission shall transact its business by motion which may be made by any Commissioner in attendance, including the chair of the meeting.

2. Voting on all motions shall be "yes" or "no" unless a division is called for by any Commissioner, in which case the Secretary, or acting Secretary, shall call the roll in alphabetical order and record the vote of each Commissioner present.

3. Concurrence of three (3) Commissioners shall be necessary and shall be sufficient for the passage of any motion.

ARTICLE VII.

Resolutions

1. All matters, which in the judgment of the Commission, are of a legislative character shall be embodied in the form of resolutions. Such a resolution shall not be put on for final passage at the same meeting at which it is first introduced, except by unanimous consent of all the Commissioners. Said consent may be given either in person at this meeting, or if any Commissioner be absent, by advance written consent, which consent shall be made a part of the minutes of the meeting and shall consent either to final action being taken on all resolutions brought before the particular meeting or to final action being taken only on those resolutions specified in said written consent. A resolution put on for final passage may be passed with the consent of three (3) Commissioners attending the meeting.

2. Voting on all resolutions shall be by "yes" and "nay" unless a division is called for by any Commissioner, in which case, the Secretary or acting Secretary shall call the roll in alphabetical order and record the vote of each Commissioner present.

3. Resolutions shall be numbered consecutively and the original copy of each resolution shall be duly authenticated in open session by the signature of the Commissioners voting in its favor and by the seal of the Commission. Each resolution shall be filed by the Secretary and shall be recorded in a book or books kept for such purpose, which shall be public records.

ARTICLE VIII.

Minutes

1. All proceedings of the Commission shall be by action or resolution recorded in a book or books kept for such purpose, which shall be public records.

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 actions and resolutions set forth therein, superseding all statements made by Commissioners at the meeting.

ARTICLE IX.

Amendment of Bylaws

These Bylaws may be amended by the Commission by resolution duly adopted.

COMMISSION WORKING RULES AND OPERATING PROCEDURES

Preamble

The Port Commission is the legally constituted governing body of the Port of Seattle. As a governing body of a special purpose municipal corporation, it is charged with the responsibility of fulfilling legislatively mandated purposes and objectives.

In 1990, the Port Commission approved an updated Statement of Purposes and Objectives which incorporates a 1989 Mission and Goals Statement. That combined Statement is now reaffirmed and the Commission commits itself to an examination of the same in 2000 in order to ensure its timeliness and appropriateness for the environment of the time.

So that the governing board may most effectively carry out its mission, it is intended that these Working Rules and Operating Procedures serve as general guidelines for the day-to-day conduct of Commission business. Thus in executing its policy responsibility, the Commission will:

1. Establish broad policies, overall direction and long-term objectives of the Port.
2. Hire a Chief Executive Officer 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 Resolution 3023, as amended or succeeded. The Commission shall set the salary level and review the performance of the Chief Executive Officer, following guidelines based on Resolution 3023, as amended or succeeded, Port Purposes and Objectives, and other appropriate measurements developed jointly by the Commission and the Chief Executive Officer.
3. Determine the types of business activity in which the Port will engage.
4. Identify short and long-term business strategies for enhancement of maritime and aviation business as well as other activities in which the Port might engage.
5. Establish the degree to which the Port will use the governmental powers of taxation and eminent domain.
6. Establish financial policies including capital formation and debt insurance.
7. Approve labor agreements.
8. Establish port positions on significant governmental legislation.

9. Approve the annual salary and benefit resolution. Delegate personnel administration to the Chief Executive Officer.
10. Review the organization structure and develop with the Chief Executive Officer a consensus on the choices of finalists to the following positions: Chief Operations Officer and Senior Director, Corporate Secretary & General Counsel.
11. Agree that if the Commission retains its own staff, the governing board will establish appropriate criteria and mechanisms for hiring, reviewing, disciplining and giving directions to its staff. Further, affirmatively direct Commission staff as to his/her reporting relationship to the Commission, and lack of authority over fulltime and regular employees of the organization in terms of direction and work obligations.
12. Individual Commissioners serve as members of the Commission, a body which acts by majority vote.
13. Any Commissioners desiring to have any issue, project, commitment of resources, or other matter considered shall have such item placed on the agenda of the Commission meeting following submission of the item to the President of the Commission.
14. The President of the Commission shall be responsible for overseeing the agenda for Port Commission meetings and, where appropriate, shall be the spokesperson for the Port.