

RESOLUTION NO. 2997, As Amended

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. 2945, As Amended; and

WHEREAS, the Port Commission wishes to amend the Bylaws further to expedite and simplify the accomplishment of Port business and to conform with recent statutory amendments;

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

Section 1. The provisions of Article II of the Port's Bylaws are hereby amended by revising Sections 1 and 3 to read as follows:

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 motion or resolution recorded in a book or books kept for such purpose, which shall be records.
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.

Section 2. The provisions of Article III of the Port's Bylaws are hereby amended by revising Sections 1 and 2 to read as follows:

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.

Section 3. The provisions of Article IV of the Port's Bylaws are hereby amended by revising Sections 1 through 9 to read as follows:

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 Bylaws. 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 each regular meeting, 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. 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 Bylaws.
4. Place of Meetings: Unless otherwise publicized in the same manner as provided hereinabove with respect to notice of special meetings, all regular and special meetings and work sessions of the Commission shall be held at the Port of Seattle headquarters building, Bell Street Terminal, Pier 66, foot of Bell Street, Seattle, Washington. 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 for the convening of a meeting.
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.

Section 4. 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**

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 motion 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.

Exhibit A to Resolution No. 2997, As Amended

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 Bylaws. 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 each regular meeting, 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. 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 Bylaws.

4. Place of Meetings: Unless otherwise publicized in the same manner as provided hereinabove with respect to notice of special meetings, all regular and special meetings and work sessions of the Commission shall be held at the Port of Seattle headquarters building, Bell Street Terminal, Pier 66, foot of Bell Street, Seattle, Washington. 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 for the convening of a meeting.

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. Aviation Items
7. Marine Items
8. General Business
9. New Business
10. Policy and Staff Briefings
11. Adjournment

* 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 "yea" or "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. 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 "yea" 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 motion 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 motions 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.