

1 **Redline showing the amendment proposed by Resolution No. 3754**

2
3 **PORT of SEATTLE COMMISSION BYLAWS**

4
5 **Article I – Object**

- 6
7 1. The Port of Seattle was chartered by the voters of King County as a port district by special
8 election on September 5, 1911, as a special-purpose municipal corporation of the State of
9 Washington. The Port of Seattle Commission is vested with all port powers described by
10 law and governs the Port of Seattle in accordance with state law to fulfill the port’s
11 purposes and objectives.
12
13 2. These bylaws constitute the rules governing the transaction of business by the duly elected
14 Port of Seattle Commission. Commissioners shall faithfully, ethically, and transparently
15 perform all duties of office and shall abide by the principle that public service is a public
16 trust. It is the goal of these bylaws to outline the transaction of business in a way that
17 appropriately safeguards the rights of the majority, minority, and individual within the body
18 politic of the Port of Seattle Commission.
19
20 3. Commissioners shall serve the public and the mission of the Port of Seattle as a public
21 agency to create quality jobs throughout the diverse communities of King County by
22 advancing trade and commerce, promoting industrial growth, and stimulating economic
23 development. Commissioners shall advance the port’s commitment to create economic
24 opportunity for all, responsibly steward the environment, partner with surrounding
25 communities, promote social responsibility, act transparently, and remain accountable.
26

27
28 **Article II – Commissioners**

- 29
30 1. Membership. The members of the Port of Seattle Commission shall be those commissioners
31 duly elected pursuant to the laws of the State of Washington. Election and terms of port
32 commissioners shall be pursuant to applicable law. As elected officials, each commissioner
33 shall exercise the responsibilities of office and be accountable to the general public, the
34 citizens of King County, and one another.
35
36 2. Collegiality. The commission exercises port powers described by law and governs the Port
37 of Seattle only when a quorum of its membership is assembled in a properly noticed public
38 meeting and action is taken by the required vote. It is the right of the individual or the
39 minority of commissioners to dissent from the will of the majority, just as it is the right of
40 the majority to act by whatever vote is needed for passage of a question. Commissioners
41 are independently elected and have the right to voice personal opinions on matters under
42 consideration or that are pending final action by the commission. Commissioners have the
43 right to express opinions that differ from the decision of the majority of the commission,
44 provided that each commissioner transparently distinguishes his or her individual opinion
45 from the collective decisions of the commission as a body.

46 3. Oath of office. Pursuant to the requirements of RCW 29A.60.280, newly elected
47 commissioners shall take the oath of office required by law during the time period defined
48 by law. The oath shall be administered by a notary public holding the position of
49 commission clerk. Another person qualified to administer oaths may administer the oath of
50 office to newly elected commissioners when compliance with the legally required time
51 period necessitates it. In addition to taking the oath of office required by statute, newly
52 elected commissioners may take their oaths of office in a public ceremony. Provided such
53 commissioners have already taken the oath in the manner required by applicable law, any
54 person may administer the oath during such a ceremony.

55
56 4. Transparency pledge. Annually, prior to the first public meeting of the year, each
57 commissioner shall execute the following transparency pledge:

58
59 As a duly elected Port of Seattle commissioner, I am responsible for ensuring that the
60 Port of Seattle, a public agency of the state of Washington, conducts its business in
61 the open in compliance with the state’s Open Public Meetings Act, Chapter 42.30
62 RCW. In fulfillment of my duties to the commission as a body, and in recognition of my
63 responsibilities as an elected official serving the citizens of King County, I give my
64 personal commitment to fostering and maintaining a culture of accountability and
65 transparency within the commission, among Port of Seattle employees, and between
66 the Port of Seattle and the citizens of King County. Therefore, I affirm my commitment
67 to openly governing the Port of Seattle pursuant to the Open Public Meetings Act and
68 the state’s Public Records Act (Chapter 42.56 RCW). As a commissioner, I will support
69 and advance policies and practices that increase the Port’s openness and
70 accountability and expand citizen access to the port’s decision-making consistent with
71 the intent of the Open Public Meetings Act. Signed this ____ day of ____, ____, for
72 the term of January 1 through December 31, ____ . Commissioner ____

73
74 5. Ethical behavior, conflict of interest, recusal procedure.

75
76 (a) Commissioners shall uphold the standard of conduct reflected in the Port of Seattle
77 Statement of Values and further described in the Port of Seattle Code of Ethics and
78 Workplace Conduct and the Port of Seattle Code of Ethics for Port Commissioners.
79 Commissioners shall avoid conflicts of interest and the appearance of conflicts of interest
80 when performing their duties as port commissioners. Procedures related to alleged
81 misconduct and potential conflicts of interest are described in the Port of Seattle Code
82 of Ethics for Port Commissioners, implementation of which is ensured by the
83 commission’s officers and an independent Board of Ethics.

84
85 (b) If a potential or actual conflict of interest arises, commissioners shall resolve the conflict
86 pursuant to the requirements of the Code of Ethics for Port Commissioners, including
87 when necessary, recusing themselves from any consideration and voting upon the issue
88 that creates the conflict. When recusing himself or herself, a commissioner shall
89 announce the conflict of interest or the potential conflict of interest prior to
90 deliberation on the matter subject to recusal. Unless a recusing commissioner’s
91 presence during a public meeting is required in order to preserve a quorum, the

92 commissioner shall leave the meeting room during consideration of business subject to
93 the conflict issue and may return upon its completion. Abstention from voting does not
94 presume recusal, and is described further in Article VI, Section 2.

95
96 6. Vacancy in office.

97
98 (a) A vacancy in the office of port commissioner may occur as provided in Chapter 42.12
99 RCW or by the port commissioner's nonattendance at meetings of the port commission
100 for a period of 60 days unless the commissioner is excused by the port commission. In
101 the event a vacancy in the office of port commissioner occurs, such vacancy shall be
102 filled in accordance with RCW 53.12.140 pursuant to Chapter 42.12 RCW and other
103 applicable law. The remaining commissioners shall fill the vacancy by appointment no
104 later than 90 days after the creation of the vacancy. If the vacancy is created due to a
105 commissioner resigning his or her position, the commission shall appoint a new
106 commissioner within 90 days of the effective date of the commissioner's resignation.

107
108 (b) Solicitation of applications. Within five business days after receiving notice of a vacancy or
109 the creation of a vacancy, the commission shall solicit applications to fill the vacancy by
110 issuing a press release and posting a request for applications on the Port of Seattle website.
111 Applications shall be solicited from citizens in King County interested in being considered
112 for the appointment. All applications for the appointment shall be submitted to the port
113 commission by the deadline noted in the commission's request for applications.

114
115 (c) Review and selection of candidates. The commission shall review the applications and
116 shall obtain background investigations of the applicants. The commission may conduct
117 interviews in public of the most qualified candidates. The commission shall fill the
118 vacancy by selecting one candidate by majority vote of its membership in a public
119 meeting.

120
121 (d) Vacancy in office of three or more commissioners. When a majority of the
122 commissioner positions fixed by law are vacant, the provisions of RCW 42.12.070 and
123 applicable law shall govern the filling of the vacancies.

124
125 (e) Appointment until the next election. As provided in Chapter 29A.24 RCW, each person
126 appointed to serve in the office of commissioner shall serve until a qualified person is
127 elected at the next election at which a member of the governing body normally would
128 be elected. The person elected shall take office immediately and serve the remainder of
129 the unexpired term.

130
131 7. Outside boards and commissions. Commissioners may serve on external port-related
132 boards and commissions. No more than two commissioners shall serve on the same
133 external board or commission at the same time in order to avoid creating a quorum of
134 commissioners at the meetings of such a board or commission. The commission shall
135 consider the following factors when determining participation and length of service for
136 commissioners on external boards and commissions:

- 138 (a) The membership and office-holding requirements of the external boards in question;
139
140 (b) The interests of individual commissioners in serving on various external boards; and
141
142 (c) Whether the port commission is adequately represented on the external boards and
143 commissions needed to effectively advocate for the interests of the Port of Seattle.
144
- 145 8. All commissioners shall serve at least one, one-year term on the commission’s audit
146 committee prior to the completion of their fourth year in office. The audit committee
147 participates directly in the oversight and review of the performance of the internal audit
148 director in accordance with policy directives related to Port of Seattle salaries and benefits.
149 In consultation with the audit committee, the audit committee chair shall contribute to the
150 executive director’s performance review of the internal audit director.
151
- 152 9. Oversight and review of the executive director. As a body, the commission provides
153 oversight and review of the performance of the executive director in accordance with the
154 executive director’s employment agreement.
155
- 156 10. Review of staff reporting to both the commission and the executive director (dual reports).
157 In addition to oversight of the executive director and direct reports of the office of the
158 commission, the commission as a body provides input to the executive director in executive
159 session regarding the performance of those employees who report directly to the executive
160 director. In particular, the commission as a body provides review of the general counsel and
161 external relations senior director, who report dually to the commission and the executive
162 director.
163

164
165 **Article III – Officers**
166

- 167 1. All officers shall serve at the pleasure of the Port of Seattle Commission and shall carry out
168 the responsibilities described in these bylaws. Commission officers may be censured or
169 removed from office at any public meeting of the port commission legally convened in
170 accordance with applicable laws and these bylaws. The Code of Ethics for Port
171 Commissioners shall identify the procedures for addressing complaints of misconduct,
172 abuse of authority, and neglect of the duties of office by officers. If a majority of the
173 commissioners determine that an officer should be censured or removed from office, this
174 decision shall require a vote of the majority of commissioners as prescribed by applicable
175 law and these bylaws.
176
- 177 2. Election. At the first meeting of each calendar year, the commission shall elect a president,
178 vice president, and secretary. ~~The vice president shall succeed to the office of president in~~
179 ~~the following calendar year at the expiration of his or her term as vice president.~~
180
- 181 3. Term of office. An officer’s term shall run from the date of election until the end of the
182 calendar year.
183

- 184 4. Commission officer vacancy.
185
- 186 (a) In the event that a commission officer resigns or is removed from the office of
187 president, vice president, or secretary, a commissioner may be selected to serve out the
188 officer’s uncompleted term and shall so serve until the end of the calendar year. When
189 such vacancies arise, they may be filled at any regular or special meeting of the
190 commission. During the temporary absence of any commission officer, the officer next
191 in line shall assume all prescribed ~~the~~ duties of the absent officer in an acting capacity in
192 the following order of succession, provided that this order of succession does not apply
193 to meetings of committees composed of fewer than a quorum of the port commission:
194
- 195 (b) In the physical absence of the president, the vice president temporarily shall assume all
196 prescribed ~~the~~ duties of the president under Article III, Section 5.
197
- 198 (c) In the physical absence of the vice president, the secretary temporarily shall assume all
199 prescribed ~~the~~ duties of the vice president under Article III, Section 6.
200
- 201 (d) In the physical absence of both the president and vice president, the secretary
202 temporarily shall assume all prescribed ~~the~~ duties of the president under Article III,
203 Section 5.
204
- 205 5. Duties of the president.
206
- 207 (a) Order and decorum. The president shall preside over all public meetings and executive
208 sessions of the Port of Seattle Commission and shall be responsible for maintaining
209 order and decorum in accordance with the provisions of these bylaws.
210
- 211 (b) Preliminary agenda. The president shall authorize the formation of the commission’s
212 preliminary public meeting agenda and shall propose the agenda for commission
213 approval on the day of the meeting in the appropriate order of business.
214
- 215 (c) Notice of meetings. The president shall authorize the issuance of such legal notices of
216 public meetings as may be required by law and these bylaws.
217
- 218 (d) Oversight of the office of the commission. In consultation with the commission, the
219 president shall provide oversight and review of the performance of the commission
220 chief of staff. The commission chief of staff shall be responsible for the organization and
221 management of the office of the commission. The commission chief of staff shall
222 consult with the commission regarding the performance evaluation, hiring, and firing of
223 staff of the office of the commission.
224
- 225 (e) Oversight of staff reporting to both the commission and the executive director (dual
226 reports). On behalf of the commission and in concert with the executive director, the
227 president shall provide oversight to the general counsel and external relations senior
228 director, who report dually to the commission and the executive director. The president
229 shall serve as the commission’s primary point of contact to these positions.

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(f) Commission spokesperson. The president shall be the spokesperson for the commission in expressing views held collectively by the Port of Seattle Commission that have been established by action taken in public session or that are consistent with the policies, statements, and actions of the port commission. The president may delegate this role on a case-by-case basis. The president shall make reasonable efforts to consult with another commissioner prior to making public statements on behalf of the commission. When the president expresses his or her own individual opinions, he or she shall refrain from using the title of commission president in such a context.

(g) Signature of instruments. On behalf of the commission, the president shall sign all proclamations adopted in public session. The president shall execute all agreements required in the normal course of fulfilling his or her duties. The president shall sign all official correspondence and other instruments on behalf of the commission that are consistent with the opinions or policy direction of the commission established by public action.

(h) Other duties of the president. The president shall perform other duties incidental to the office of the president, as established from time to time by the commission.

6. Duties of the vice president.

~~(a) Succession to president. The vice president shall succeed to the office of president at the expiration of his or her term as vice president. If he or she is unable to fill the office of president at that time, the commission shall elect another commissioner to serve as president. The motion to elect a president under these circumstances may be offered at any regular or special meeting.~~

(b) [Repealed by Resolution 3744, January 30, 2018]

(c) As described in Section 4 above, in the physical absence of the president, the vice president temporarily shall assume all prescribed duties of the president under Article III, Section 5.

(d) Other duties of the vice president. The vice president shall perform other duties incidental to the office of the vice president, as established from time to time by the commission.

7. Duties of the secretary.

(a) The secretary shall oversee the proper recording of official actions of the Port of Seattle Commission and shall oversee the distribution, retention, and disposition of such records as described in these bylaws. To carry out this responsibility, the secretary shall coordinate with a commission clerk. The secretary shall present minutes for approval to the commission and shall attest to the authenticity of approved minutes by signature. When the secretary is physically absent, the presiding officer shall so attest.

276
277 (b) Other duties of the secretary. The secretary shall perform other duties incidental to the
278 office of the secretary, as established from time to time by the commission.
279

280 8. Duties of the commission clerk.
281

282 (a) There shall be a staff position to perform the duties of a commission clerk. The
283 commission clerk shall be supervised by the commission chief of staff. The work of the
284 commission clerk shall support the secretary as the officer responsible for overseeing
285 the recording of actions of the Port of Seattle Commission.
286

287 (b) Legal notices. Subject to authorization of the president, as described in Section 5, the
288 commission clerk shall ensure the posting, distribution, retention, and disposition of
289 port commission public meeting notices as may be required by law and these bylaws.
290

291 (c) Minutes. The commission clerk shall ensure the recording, distribution, retention, and
292 disposition of records of the official actions of the Port of Seattle Commission in
293 accordance with applicable law and best practices.
294

295 (d) Catalogs and indices. The commission clerk shall ensure the collection and cataloguing
296 of policy directives and governance-related resolutions of the Port of Seattle
297 Commission. He or she shall coordinate with the office of the port's executive director
298 to ensure that policies and procedures promulgated by the executive leadership of the
299 port are regularly reviewed for conformity with such policy directives. The commission
300 clerk shall maintain such indices of the records of the port commission as are
301 considered appropriate to accommodate the normal course of business. At a minimum,
302 the commission clerk shall maintain indices of actions of the port commission contained
303 in its minutes, and the subject matter of adopted resolutions, policy directives, and
304 other formal motions.
305

306 (e) Record holder. The commission clerk shall be the record holder and custodian of the
307 commission's approved minutes, adopted resolutions, proclamations, formal motions,
308 policy directives, and Delegation of Responsibility and Authority to the Executive Director
309 (General Delegation of Authority). The commission clerk also shall be the record holder of
310 certificates of election of port commissioners, commission transparency pledges, lists of
311 commissioner assignments to commission committees and external boards and
312 commissions, and secondary copies of commissioner oaths of office, which shall be
313 recorded with the King County recorder's office.
314

315 (f) Port seal. The commission clerk shall be the custodian of the official Seal of the Port of
316 Seattle and shall affix its impression on official instruments whenever required.
317

318 (g) Administration of oaths. The commission clerk shall be the ordinary administrator of
319 the oath of office for newly elected port commissioners within the manner required
320 pursuant to RCW 29A.60.280, shall ensure the recording of such oaths with the King
321 County Recorder's Office, and shall provide other notarial services as required in the

322 regular course of business. If the commission clerk is not available to administer the
323 oath of office during the time period required pursuant to RCW 29A.60.280 or other
324 law, another official authorized to administer oaths pursuant to Chapter 5.28 RCW may
325 administer the oath, a copy of which shall be provided to the commission clerk for
326 submission to the recorder's office. The provisions of this section are intended to
327 ensure compliance with legal requirements and do not preclude additional public oath-
328 of-office ceremonies.

329
330 (h) Notice of adjournment. When circumstances prevent assembly of a quorum of port
331 commissioners at the scheduled place or time, the commission clerk shall call the
332 scheduled meeting to order exclusively for the purpose of adjourning to another time
333 or location and shall ensure the posting of a notice of adjournment as described
334 elsewhere in these bylaws.

335
336 (i) Public comment. When the public is invited to comment pursuant to the provisions of
337 law or these bylaws, the commission clerk shall assemble a list of speakers.

338
339 (j) Roll-call votes. When a vote by roll call is required pursuant to the rules of order, the
340 commission clerk shall call the roll, announce the result to the presiding officer, and
341 record the votes so cast. The presiding officer shall announce the decision of the
342 commission on any motion.

343
344 (k) Parliamentarian. When questions of order arise, the commission clerk may advise the
345 presiding officer at the officer's discretion based on the commission's rules of order and
346 established parliamentary authority.

347
348 (l) Other duties of the clerk. The commission clerk shall perform other duties consistent
349 with the responsibilities of a municipal clerk as may be required from time to time.

350
351 (m) Delegation of duties. The duties of the commission clerk may be performed on a
352 temporary basis by a deputy commission clerk or suitable delegate, as circumstances
353 require.

354
355
356 **Article IV – Meetings**

357
358 **1. Public meetings.**

359
360 (a) All meetings of a quorum of port commissioners shall be open to the public as required
361 by law and these bylaws; provided deliberations may be closed to the public pursuant
362 to the exemptions provided for explicitly in state law and in accordance with the
363 procedures required by statute and these bylaws.

364
365 (b) Record of proceedings. A record of all actions of the port commission taken during its
366 public meetings shall be kept by the commission clerk and shall be made available to
367 the public in the form of minutes approved by the port commission. When the

368 commission has approved the minutes of a meeting, the minutes so approved shall
369 represent the sole, final, and considered determination of the commission as to the
370 actions contained therein, superseding all statements made by commissioners at the
371 meeting. Unless prevented by extenuating circumstances, regular meetings shall, and
372 special meetings may, be recorded electronically.
373

- 374 2. Quorum. A majority of the persons holding the office of port commissioner at any time
375 shall constitute a quorum of the port commission for the transaction of business. No
376 business of the port commission shall be transacted unless there are in office at least a
377 majority of the full number of commissioners fixed by law. No action defined by statute as
378 the transaction of the official business of a public agency shall occur in the absence of a
379 quorum. In the absence of a quorum, individual commissioners may participate in
380 informational presentations. Such presentations are not deliberations of the Port of Seattle
381 Commission, and comments made by individual commissioners in the absence of a quorum
382 are advisory only and are not binding on the executive director or staff of the Port of
383 Seattle in the same manner as are actions or decisions of the port commission. In the event
384 a public meeting is interrupted by the loss of a quorum of commissioners, the presiding
385 officer shall announce that the commission meeting has been adjourned or recessed due to
386 the absence of a quorum before continuing with further informational presentations.
387

388 3. Absences.
389

- 390 (a) The failure of a port commissioner to attend port commission meetings for a period of 60
391 days, unless excused by the commission, shall constitute a vacancy in office as described
392 in RCW 53.12.140. If a port commissioner is absent from port commission meetings in
393 order to attend to other port business, such absences shall be deemed excused. Absences
394 shall be noted in the meeting minutes as either "excused" or "absent."
395

- 396 (b) Remote participation. Commissioners shall attend public meetings of the Port of Seattle
397 Commission in person unless prevented from doing so by extenuating circumstances.
398 Commissioners who are unable to attend in person may participate in meeting
399 deliberations electronically or by telephone, provided the commissioner can interact in
400 the deliberations and can be heard by the other commissioners and others attending
401 the meeting. Commissioners participating in a meeting remotely shall be counted for
402 purposes of establishing a quorum and shall vote on all matters put for a decision
403 during the meeting. Except in cases of special meetings called to deal with an
404 emergency involving injury or damage to persons or property or the likelihood of such
405 injury or damage as described in RCW 42.30.080, at least one commissioner shall be
406 physically present to preside over a public meeting when other commissioners are
407 participating electronically or by telephone.
408

409 4. Regular meetings.
410

- 411 (a) Date, place, and time. Regular meetings of the Port of Seattle Commission shall be held
412 on the second and fourth Tuesdays of every month except December. In December,
413 regular meetings shall be held on the second and third Tuesdays. The meeting held on

414 the second Tuesday of the month shall be held at port headquarters at Pier 69, 2711
415 Alaskan Way, Seattle, Washington. When a regular meeting is held on the fourth
416 Tuesday of the month, it shall be held at the conference center at Seattle-Tacoma
417 International Airport, 17801 International Boulevard, Seattle, Washington. The meeting
418 held on the third Tuesday of December shall be held at the conference center at
419 Seattle-Tacoma International Airport, 17801 International Boulevard, Seattle,
420 Washington. Regular public meetings shall be convened at 12:00 noon. When an
421 executive session is to be held, the regular meeting may convene at 11:00 a.m. and
422 shall immediately recess to an executive session that shall be closed to the public, after
423 which the public session shall reconvene at 12:00 noon. When a regular meeting falls on
424 a holiday, such regular meeting shall be rescheduled as soon as possible thereafter.
425 Regular public meetings held pursuant to the schedule described in this section shall
426 not require additional publication of notice; however, notice similar to that provided for
427 special meetings may be provided for regular meetings.

428
429 (b) Cancellation. Regular or special meetings may be cancelled by authorization of the
430 president or by written request of a majority of the membership of the commission. Such
431 a request shall be provided to the president and the commission clerk at least 25 hours in
432 advance of the scheduled convening time of the meeting to be cancelled. The
433 commission clerk shall issue notice of such cancellations no later than 24 hours in
434 advance of the scheduled convening time pursuant to the same procedures required for
435 notice of special meetings. Meetings requiring cancellation less than 24 hours in advance
436 of the scheduled convening time due to extenuating circumstances shall be convened at
437 the scheduled time and immediately adjourned as otherwise provided for in this section.

438
439 5. Order of business for regular meetings.

440
441 (a) The order of business for regular meetings shall be as follows, subject to the conditions
442 specified in this section:

- 443
- 444 Call to Order
- 445 Executive Session
- 446 Approval of the Agenda
- 447 Executive Director's Report
- 448 Public Comment
- 449 Unanimous Consent Calendar
- 450 Special Orders
- 451 Authorizations and Final Actions
- 452 Presentations, Reports, and Staff Briefings
- 453 Questions on Referral to Committee
- 454 Adjournment
- 455

456 (b) Call to order. At the time specified by notice or these bylaws, the presiding officer shall
457 call the meeting to order, announce the date, location, and convening time, and
458 announce the presence of those commissioners constituting a quorum. When using the
459 regular order of business, upon establishing a quorum, the presiding officer shall

460 announce any absences and shall lead the commissioners and public assembled in
461 reciting the Pledge of Allegiance to the Flag before continuing with other public business.

462
463 (c) Executive session. An executive session closed to the public may be held as described
464 elsewhere in these bylaws for the purposes permitted by state law. When an executive
465 session is held prior to transacting public business pursuant to the procedures in these
466 bylaws, the commission shall reconvene in public session and may again recess into
467 executive session as provided for by law.

468
469 (d) Approval of the agenda. Following convening of the public session of a meeting using
470 the regular order of business, the presiding officer shall call for approval of the day's
471 agenda by putting the question for the revision of the proposed agenda. If any
472 commissioner objects to the day's agenda, the commissioner shall offer an amendment
473 to add to, remove from, or reorder items on the preliminary agenda. If there are no
474 amendments offered for the day's agenda, the proposed agenda shall be deemed
475 approved without objection. Any commissioner present at the time of approval of the
476 agenda may remove an item from the consent calendar for separate consideration and
477 vote. Removal of an item from the consent calendar by a commissioner shall not
478 require a vote of the other commissioners attending the meeting unless the proposal is
479 to remove the item from the day's agenda altogether. Any other amendments to the
480 agenda shall be decided in the order moved and shall require a second to be
481 considered. The approved agenda, including any successful amendments, shall
482 constitute the specific order of the day. Upon approval of the agenda, proposed
483 motions requesting commission approval or authorization on the agenda shall be
484 considered filed with the commission clerk, in the possession of the commission, and
485 shall not be withdrawn or amended except by a vote of a majority of the membership.
486 Further changes to the approved agenda may be made later in the meeting and shall
487 require a two-thirds vote for consideration. Final actions shall not be added to the
488 agendas of special meetings at the time of approval of the agenda.

489
490 (e) Executive director's report. The executive director may make a brief report and
491 announcements to the commission on matters relevant to commission deliberations
492 prior to consideration of the orders of the day.

493
494 (f) Public comment. The commission may accept public comment at a regular or special
495 meeting and shall accept public testimony during public hearings and at other times as
496 required by law. Submission of written comment to the commission shall be
497 encouraged.

498
499 (g) Unanimous consent calendar. Items on the consent calendar shall include routine
500 matters and actions considered by the president to have general consensus of all
501 commissioners, including approval of the minutes of prior meetings available for
502 commission approval. Resolutions may be included on the consent calendar for final
503 adoption if they are routine and considered by the president to have general consensus
504 of all commissioners, have already been introduced on a prior day, and do not require a
505 public hearing or amendment. Items on the consent calendar shall not be subject to

506 discussion or debate and shall be decided by a single vote. Any commissioner present at
507 the time of consideration of approval of the agenda may request removal of an item
508 from the unanimous consent calendar for separate consideration and vote. Items
509 removed from the consent calendar for separate consideration and vote shall become
510 special orders for the day and shall be taken up following those items previously
511 scheduled for consideration as special orders.

512
513 (h) Special orders. Special orders of business are items designated to be considered at a
514 particular time in the orders of the day. Special orders of business shall be listed on the
515 day's agenda and may include presentations or recognitions of a ceremonial nature,
516 stakeholder engagement sessions, policy roundtables, public hearings, or any actions
517 the commission chooses to take up at a special time on its agenda.

518
519 (i) Authorizations and final actions. Requested authorizations and other final actions
520 requiring a decision by the commission shall be listed on the day's agenda and shall be
521 considered in their regular order. Authorizations and final actions laid on the table may
522 be taken from the table by a vote of a majority of the membership during the same
523 session or shall become special orders of business at the next regular meeting of the
524 commission or at the meeting specified in the motion to lay on the table.

525
526 (j) Presentations, reports, and staff briefings. Presentations not requiring immediate final
527 action shall be considered during the order of presentations, reports, and staff
528 briefings. Final action may be taken on such matters by a majority vote of the
529 membership only when all commissioners are present to participate or participating
530 remotely in the meeting.

531
532 (k) Questions on referral to committee. Matters referred to committees for
533 recommendation in advance of public consideration by the commission may be
534 discharged from committee pursuant to the provisions of Article V.

535
536 (l) Adjournment. Provided there is no further scheduled business to transact, the
537 commission shall adjourn without the need for a motion for adjournment.

538
539 6. Special meetings.

540
541 (a) Any meeting held at a time or location other than as described for a regular meeting
542 pursuant to these bylaws constitutes a special meeting of the Port of Seattle
543 Commission. Special meetings may be called at any time by the president or a majority
544 of the membership of port commissioners, provided notice is issued by the commission
545 clerk in the manner prescribed by law not later than 24 hours in advance of the
546 convening time of a special meeting. The date, time, and location for convening such
547 meetings shall be described in the notice for the special meeting as required pursuant
548 to Chapter 42.30 RCW. The call for a special meeting shall include a description of the
549 business to be transacted during the special meeting and final action shall not be taken
550 on any other matter at such meeting. A special meeting may follow the order of
551 business prescribed for a regular meeting.

552 (b) Waiver of notice. Written notice issued at least 24 hours in advance of convening a
553 special meeting shall not be required when a special meeting is called to deal with an
554 emergency involving injury or damage to persons or property as described in
555 RCW 42.30.080. The requirement to issue written notice at least 24 hours in advance of
556 convening a special meeting may be dispensed with in the case of any commissioner
557 who files with the commission clerk a written waiver of notice prior to the convening of
558 such meeting. Such written notice may also be dispensed with as to any commissioner
559 who is actually present at the time of convening the special meeting. The written waiver
560 of notice shall include the commissioner's signature or similar authentication and shall
561 state the date, time, location, and description of the business to be transacted at the
562 special meeting. The commission clerk shall provide forms for executing notice waivers.
563

564 (c) Notice waiver not submitted. Special meetings called with less than 24 hours' written
565 notice shall comply with all requirements of law and these bylaws. Special meetings
566 called to deal with an emergency involving injury or damage to persons or property as
567 described in RCW 42.30.080 do not require 24 hours' written notice. When any other
568 special meeting is called with less than 24 hours' notice, written notice shall be posted
569 as far ahead of convening the meeting as practicable. In such a case, if any
570 commissioner has not filed a written waiver of notice as prescribed in this section, and
571 such commissioner is not present when the special meeting convenes, the special
572 meeting shall immediately adjourn to a time that is at least 24 hours after the actual
573 time of posting the written notice for the meeting. The procedures for adjourning a
574 special meeting are described further in Section 7 below.
575

576 (d) Special meetings called by a quorum of commissioners. When a majority of the
577 membership of the commission calls a special meeting, the commissioners calling the
578 meeting shall notify the president and commission clerk in writing of their intention to
579 convene the special meeting. The written request shall indicate the place and time for
580 convening the special meeting and a description of the business to be transacted. This
581 information shall be included in the notice for the special meeting pursuant to the
582 notice requirements of law and these bylaws. Final action shall not be taken on any
583 other matter at such meeting. Such a written notification to call a special meeting by a
584 majority of the membership of the commission shall be delivered to the commission
585 clerk at least 25 hours prior to the convening time of such a special meeting. No special
586 meeting called pursuant to the procedures in these bylaws shall commence earlier than
587 24 hours after the time of posting of the required meeting notice.
588

589 (e) Special meetings; community engagement. At least twice every year, the commission
590 shall hold special meetings for the purpose of engaging the public in the consideration
591 of matters relevant to the work of the Port of Seattle. The meeting locations, times, and
592 agendas shall be appropriate to the intended participants and shall comply with
593 applicable law and these bylaws.
594

595 7. Adjournment or continuation of a public meeting. Regular and special meetings may be
596 adjourned or continued pursuant to the notice requirements of Chapter 42.30 RCW. When
597 a meeting is so adjourned and provided members of the public are present at the time of

598 the adjournment or continuation, the presiding officer or the commission clerk shall
599 announce the place and time to which the meeting is to be adjourned or continued. An
600 order of adjournment shall be posted on or near the door of the room where the meeting
601 was adjourned or continued immediately following the announcement of adjournment or
602 continuation. If no members of the public are present at the time the meeting is adjourned
603 or continued, the announcement may be dispensed with and a copy of the order shall be
604 posted as described here.

605
606 8. Executive sessions.

607
608 (a) Executive sessions shall be closed to the public pursuant to the limitations imposed by
609 state law, including but not limited to the Open Public Meetings Act, Chapter 42.30
610 RCW. No final actions shall be taken during an executive session. Executive sessions
611 may be held only during a regular or special meeting of the port commission and may
612 be held at any time following convening of the public meeting in accordance with the
613 procedures required by statute and described in these bylaws.

614
615 (b) Recording of executive sessions. Executive sessions shall be recorded electronically, and
616 the general counsel shall be the record holder of the original recordings. Executive
617 sessions held for the purpose of discussing evaluation of qualifications for public
618 employment or review of the performance of a public employee as described in RCW
619 42.30.110(1)(g) shall be exempt from the recording requirements of this section.
620 Executive sessions held to discuss other matters authorized by RCW 42.30.110 may be
621 made exempt from recording by a motion decided in public session prior to convening
622 the executive session. The extent to which the executive session or parts thereof shall
623 be exempt from recording shall be stated in the motion to exempt from recording.
624 Outside counsel annually shall monitor the commission's compliance with Chapter
625 42.30 RCW – the Open Public Meetings Act – and other laws by reviewing recordings of
626 commission executive sessions on a representative sampling basis.

627
628 (c) Recessing to executive session; public present. The following procedure shall apply
629 when an executive session is conducted prior to transacting the other business of a
630 regular or special meeting and when the public is present in the scheduled location of
631 the public meeting. A quorum of port commissioners shall assemble at the location of
632 the executive session. Once the required quorum is present and the published time for
633 convening the regular or special meeting has arrived, the presiding officer and the
634 commission clerk shall meet in the scheduled location of the public meeting and the
635 presiding officer shall call the meeting to order. If the required quorum of
636 commissioners is present at the location of the executive session but not immediately
637 present in the scheduled location of the public meeting, the presider shall announce
638 that such a quorum is present. The presiding officer shall announce the number of
639 topics to be discussed in executive session and identify them sufficiently to establish
640 their legal exemption from public deliberation. The announcement shall provide an
641 estimate of the time at which the public session will reconvene, and the public meeting
642 will then immediately stand in recess. The time announced for reconvening the special
643 or regular meeting shall not be earlier than the time otherwise published for

644 commencement of the public session of such a regular or special meeting in accordance
645 with the notice requirements of Chapter 42.30 RCW.

646
647 (d) Recessing to executive session; public not present. The following procedure shall apply
648 when an executive session is conducted prior to transacting the other business of a
649 regular or special meeting and when the public is not present in the scheduled location
650 of the public meeting. A quorum of port commissioners shall assemble at the location
651 of the executive session. Once the required quorum is present and the published time
652 for convening the regular or special meeting has arrived, the commission clerk shall
653 notify the presiding officer that there are no members of the public assembled in the
654 scheduled location of the public meeting, and the announcement procedures of
655 subsection (c) above may be dispensed with. Under these circumstances, a notice listing
656 the matters to be discussed in executive session and noting the applicable legal
657 exemptions from public deliberation shall be posted on or near the door of the
658 scheduled location of the public meeting. This notice shall include the time previously
659 published for reconvening of the public session of the regular or special meeting as
660 required under Chapter 42.30 RCW.

661
662 (e) Extension of executive session. The following procedure shall apply when an executive
663 session is conducted prior to transacting other public business of a regular or special
664 meeting and the length of the executive session requires extension by more than five
665 minutes. The presiding officer shall return to the public meeting room and announce, or
666 may designate the commission clerk to announce, the extension of the executive
667 session pursuant to the requirements of Chapter 42.30 RCW. The announcement of
668 extension shall include a revised time for reconvening the public session, and a quorum
669 of commissioners shall not reconvene the public session at a time earlier than so
670 announced. When an executive session is so extended, a revised notice listing the
671 updated time for reconvening the public session, the matters to be discussed in
672 executive session, and the applicable legal exemptions from public deliberation shall be
673 posted on or near the door of the scheduled location of the public meeting.

674
675
676 **Article V – Committees**

677
678 1. The commission may at any time establish such standing or special committees as it deems
679 necessary for the transaction of business. Except as otherwise prescribed in these bylaws,
680 the composition and leadership of committees shall be determined by the president. To
681 ensure compliance with Chapter 42.30 RCW and other applicable law related to open public
682 meetings, committees shall include not more than two commissioners and the presence of
683 both commissioners shall be required to establish a quorum for the purpose of conducting
684 the committee's business. Additional committee members may be appointed from among
685 port staff, public stakeholders, or subject matter experts, as appropriate to the scope of the
686 work of the particular committee. Non-commissioners on a committee shall not be counted
687 for purposes of establishing a quorum and shall not vote on any question put to the
688 committee.

- 690 2. Charter required. Every committee of the port commission shall be established by adoption
691 of a charter that shall include the following information:
692
693 (a) The name of the committee;
694
695 (b) Whether meetings of the committee shall be open to the public;
696
697 (c) If applicable, a schedule of regular committee meetings;
698
699 (d) The scope of the committee’s work;
700
701 (e) The extent to which the committee is legally authorized to act on behalf of the
702 commission;
703
704 (f) Whether the committee is authorized to hold public hearings or other public
705 engagement activities;
706
707 (g) The duration of the committee’s work; and
708
709 (h) Specific outcomes or recommendations expected of the committee in the conduct of its
710 business.
711
- 712 3. Committee membership. As noted elsewhere in these bylaws, commissioners shall serve on
713 or chair standing of special committees of the port commission and on external boards and
714 commissions. Committee and external board and commission assignments shall be
715 completed by the end of January each year. When there is not consensus among
716 commissioners, the president shall make the appointment. Assignments to committees of
717 the port commission and external boards and commissions may change during the year,
718 and the commission clerk shall maintain an updated list, noting the dates and the nature of
719 any revisions. Changes to such assignments shall be made only after consulting the
720 commissioners affected, and the president shall provide the commission clerk with written
721 notice of any changes.
722
- 723 4. Standing committees. The charter for a standing committee shall be adopted by resolution,
724 and such resolution shall add such committee to the list of standing committees included in
725 these bylaws. Standing committees shall conduct their business in meetings open to the
726 public with notice provided pursuant to Chapter 42.30 RCW and the notice requirements of
727 these bylaws. The standing committees of the Port of Seattle Commission are the following:
728
729 (a) Audit Committee
730
- 731 5. Special committees. Special committees are those committees established at any time by
732 the commission which have a limited purview and limited duration of existence. The
733 charter of a special committee shall be adopted by a formal written motion and shall
734 include the classes of information specified for inclusion in any committee charter as
735 described in these bylaws. A special committee legally empowered to act on behalf of the

736 commission, conduct hearings, or take testimony or public comment shall conduct its
737 business in meetings duly noticed and open to the public. Special committees need not
738 meet in public session when their membership is less than a quorum of commissioners and
739 they are not legally authorized to act on behalf of the commission as described above.
740

741 6. Referral to committee. Topics that involve establishment or revision of policy directives or
742 governance structures shall be referred to a committee of appropriate purview for
743 recommendations on action by the commission. Other matters may be referred to
744 appropriate committees at the discretion of the commission by public action. If there is no
745 standing or special committee of appropriate purview constituted for the particular matter,
746 one shall be constituted by a charter adopted pursuant to the requirements of these
747 bylaws. Such committee referral shall be made by the president, or may be ordered by the
748 commission by public action. Notwithstanding the timeline set in the committee's charter
749 for consideration and recommendation to the commission, the commission may, by a vote
750 of a majority of its membership, discharge a committee from further consideration of a
751 particular matter. The motion to so discharge shall refer the matter to a different
752 committee or place it on the agenda for commission consideration at an appropriate time.
753

754 7. Attendance at committees by additional commissioners. Because the presence of three or
755 more commissioners at any meeting results in the assembly of a quorum of the port
756 commission, commissioners shall refrain from attending committees to which they are not
757 assigned. When circumstances compel attendance of more than two commissioners at a
758 meeting of a standing or select committee, the additional commissioner(s) planning to
759 attend shall notify the commission clerk in writing of their intention to attend the meeting.
760 Notice to the commission clerk shall be provided at least 25 hours in advance of the time
761 set for convening the meeting. The commission clerk shall provide public notice of the
762 committee meeting where a quorum of commissioners will be present pursuant to the
763 requirements of law and these bylaws.
764

765 8. Record of committee proceedings and recommendations. Standing and special
766 committees shall keep records of actions taken and assigned during their deliberations
767 and of final recommendations made to the commission. These records shall be prepared
768 by the committee's staff coordinator and shall be authenticated by the signature of the
769 committee chair. The commission clerk shall be the record holder for these records and
770 shall make them available for public review. Final recommendations of standing or special
771 committees shall be placed on the agenda of a commission public meeting as soon as
772 practicable and may be discussed by the commission in public session. Unless prevented
773 from doing so by extenuating circumstances, standing committees shall record their
774 deliberations electronically.
775

776 **Article VI – Rules of Order**

777
778
779 1. Parliamentary authority. The rules contained in the current edition of Robert's Rules of
780 Order Newly Revised shall govern the commission in all cases to which they are applicable

781 and in which they are not inconsistent with these bylaws and any special rules of order the
782 commission may adopt.

783
784 2. Voting.

785
786 (a) It shall be the responsibility of each commissioner to vote on all questions put for
787 action. Commissioners may abstain for any stated reason and shall recuse themselves
788 when appropriate to do so because of the potential of a conflict of interest or because
789 of an actual conflict of interest. Commissioners shall announce their reasons for
790 abstaining or recusing themselves from consideration of a matter pursuant to the
791 requirements of these bylaws. Abstentions are neither “yeas” nor “nays” and shall not
792 be counted as part of the vote of the commission. Commissioners who abstain from the
793 consideration of a matter because of the potential of a conflict of interest or because of
794 an actual conflict of interest shall be subject to rules pertaining to recusal described in
795 Article II, Section 5.

796
797 (b) Motion required. The commission shall transact its business only by motion made by
798 any commissioner, including the presiding officer, participating in a public meeting.
799 Motions shall be decided by the vote prescribed by law or these bylaws. The decision of
800 the commission shall be announced by the presiding officer. Only actions in the form of
801 a motion adopted by the required vote shall be binding on the executive director and
802 staff of the Port of Seattle as actions or decisions of the port commission.

803
804 (c) Motions to be seconded. Motions shall require a second to be considered, unless
805 exempt from the need for a second by the adopted parliamentary authority or the
806 provisions of these bylaws.

807
808 (d) Majority vote. In all cases where a majority vote is required for passage of any question,
809 it shall require an affirmative vote of a majority of the commission’s membership to
810 pass.

811
812 (e) Voting procedure. A vote by voice shall be sufficient for the passage of any matter,
813 provided any commissioner may call for a vote by roll call as described in Article III,
814 Section 8. Votes shall be indicated by “yea” for approval or “nay” for objection.

815
816 (f) Unanimous consent. The commission may act by unanimous consent if it is the presiding
817 officer’s opinion that there is general approval for it among commissioners. In such
818 cases “yeas” and “nays” need not be called for, provided the presider calls for
819 objections and no objections are voiced. Actions taken by unanimous consent are
820 decisions of the commission. The outcome of an action taken by unanimous consent
821 shall be announced by the presider and shall be recorded in the minutes as taken
822 “without objection.” A single objection to action by unanimous consent shall put the
823 question to a voice vote, or, if requested by any commissioner, a roll-call vote.

824
825 3. Excusing absences. Those commissioners announced by the presider as excused shall be
826 deemed excused by unanimous consent of the commissioners present provided there is no

827 objection. Upon receipt of an objection to a commissioner’s status as excused or absent, the
828 presider may correct his or her previous announcement. If there is a further objection or if
829 there is any confusion as to the subject commissioner’s status as excused or absent, the
830 presider shall put the question for approval to record the subject commissioner as excused.
831

832 4. Amendment of questions. Once a motion has been made or a requested action filed by
833 virtue of its inclusion on an approved agenda, it shall be modified only by amendment. Any
834 commissioner, including the presiding officer, may offer an amendment to a question that
835 is subject to amendment. Amendments other than simple amendments to procedural
836 motions shall be offered in writing and their content repeated by the presiding officer prior
837 to taking a vote on the amendment as a subsidiary question. Amendments filed in writing
838 with the commission clerk at least 24 hours prior to the convening of the public meeting
839 during which they are intended to be offered shall require a majority vote of the
840 membership for passage. Amendments offered less than 24 hours prior to the convening of
841 the public meeting during which they are intended to be offered shall require a vote of
842 two-thirds of the membership for passage. Amendments shall be subject to a vote for
843 adoption. An amendment may be adopted by unanimous consent pursuant to the voting
844 procedures of these bylaws provided the amendment is submitted in writing. Amendments
845 adopted by unanimous consent shall be recorded in the minutes as adopted “without
846 objection.” Amendments are subsidiary questions and shall be considered after acceptance
847 of a motion and second on the main question to which they are attached and shall be
848 decided before the vote on the main question.
849

850 5. Resolutions.
851

852 (a) The port commission shall take action by resolution for actions that are required by law
853 to be in resolution form; that repeal or amend actions previously taken by resolution;
854 that establish or revise policy directives or governance structures; or that are actions of
855 a legislative character, as defined by law and below.
856

857 (b) Form of resolutions. Resolutions shall be consecutively numbered and shall include the
858 following components:
859

- 860 (i) A title representative of the resolution’s intent with reference to all prior
861 resolutions amended or repealed;
- 862 (ii) A preamble of “whereas” clauses stating the rationale for the action to be taken;
- 863 (iii) A “resolved” clause organized into sections as needed and asserting the proposed
864 action; and
- 865 (iv) A section indicating the date of public adoption with places to affix signatures and
866 the impression of the port seal.

867
868 The commission clerk shall maintain a form for drafting of resolutions as approved for
869 use by legal counsel.
870

871 (c) Matters of a legislative character. For the purposes of this section, “actions of a
872 legislative character” shall include interagency agreements requiring the corresponding

873 governmental entity to adopt the interagency agreement by ordinance or take similar
874 legislative action.

875

876 (d) A resolution shall be introduced and adopted by separate votes on the introduction of
877 the resolution and the adoption of the resolution. No resolution shall be adopted on the
878 same day upon which it is introduced, except by unanimous consent of all
879 commissioners as described in these bylaws. Once a motion for introduction of a
880 resolution has been made or a resolution has been filed by its inclusion on an approved
881 agenda, it shall be modified only by amendment. Commissioners may give their consent
882 to adopt a resolution on the same day it is introduced in person at the meeting during
883 which final passage of the resolution is sought or, in the case of commissioners absent
884 from such meeting, by advance written consent. Written consent for a vote on final
885 passage of a resolution at the same meeting as its first introduction shall include the
886 resolution number or series of numbers, a brief description of the resolution(s), the
887 date of the meeting for which such consent is given, and the name and signature or
888 similar authentication of the commissioner giving consent. Such written consent shall
889 be included in the record of the meeting for which the written consent concerning the
890 resolution(s) is granted.

891

892 (e) The commission clerk shall provide a form for the giving of consent to adoption of a
893 resolution on the same day it is introduced.

894

895 (f) The commission clerk shall maintain records of adopted resolutions as described in
896 these bylaws.

897

898 6. Written motions. Motions that are not procedural in nature shall be submitted in writing for
899 consideration by the commission. Written motions shall include action requests submitted in
900 a commission agenda memorandum and attached to an approved agenda; ceremonial
901 proclamations as described in Section 8 of this article; and amendments to main questions
902 documented on forms provided for that purpose. The commission clerk shall keep a record of
903 adopted formal motions of the Port of Seattle Commission, which shall be sequentially
904 numbered; shall include a brief title and text of the motion and may include a statement in
905 support of the motion; and shall be indexed and made available for public review.

906

907 7. Proclamations. The commission may from time to time take actions of a ceremonial nature
908 by proclamation. Adopted proclamations shall be signed by the commission president and
909 shall have the port seal affixed.

910

911 8. Limitation on debate. As a board of less than twelve members, the Port of Seattle
912 Commission may allow any commissioner to speak multiple times on any subject under
913 consideration. Before a commissioner speaks twice on the same subject, the other
914 commissioners shall have an opportunity to speak on that subject in turn. A motion to limit
915 debate may be made. The motion shall stipulate the amount of time to which
916 commissioner comment will be limited and requires a two-thirds vote for passage.

917

918 9. Order and decorum. The presiding officer shall be responsible for maintaining order and
919 decorum during public meetings. Commissioners shall address motions and procedural
920 inquiries to the presiding officer and may address staff and guest presenters directly during
921 consideration of a particular matter, provided they have been recognized by the presider.
922 All persons speaking during consideration of any matter, including commissioners, staff,
923 and members of the public, shall limit remarks to the matter at hand, avoiding
924 personalities, vulgarity, insults, inflammatory language, and other comments not germane
925 to the discussion of the matter at hand. During a public meeting or hearing, commissioners
926 shall refrain from engaging in dialog with speakers offering public comment, but may
927 request further information or consultation from the presiding officer or appropriate staff
928 representative on a topic raised during comment.

929

930 10. Rules governing public comment.

931

932 (a) Persons wishing to address the commission shall sign up to comment on lists provided
933 by the commission clerk and shall identify the specific agenda item or subject to be
934 addressed. Recorded comment and the identity of speakers shall be public records
935 subject to the disclosure requirements of Chapter 42.56 RCW. The names of speakers
936 shall be recorded in the minutes of the public meeting.

937

938 (b) The time allotted for public oral comment shall be limited to a total of 45 minutes,
939 unless extended at the commission's discretion. The presiding officer may limit the time
940 allotted to each person, may limit the number of persons speaking on any topic, may
941 limit the time allotted to any topic, may limit oral comment to those with new
942 information to present, or may otherwise limit oral comment in the interest of order
943 and decorum, subject to the will of the commission.

944

945 (c) Testimony related to a public hearing shall be heard during the corresponding public
946 hearing, which shall be listed on the day's agenda. The commission may accept further
947 oral public comment at other times on the agenda as deemed appropriate by consent
948 of a majority of the membership.

949

950 (d) Persons providing oral public comment shall approach the podium or testimony table
951 when recognized by the presiding officer and shall use the microphones provided. Each
952 speaker shall repeat his or her name for the record, shall identify the agenda item or
953 subject to be addressed, and shall address remarks to the commission as a body.

954

955 (e) Disruptions of commission public meetings are prohibited. Disruptions include but are
956 not limited to the following:

957

958 (i) Refusal of a speaker to comply with the allotted time set for the individual speaker's
959 public comment;

960 (ii) Outbursts from members of the public who have not been recognized by the
961 presiding officer for public comment;

962 (iii) Delaying the orderly conduct or progress of the public comment period, including
963 interfering with the testimony of others;

- 964 (iv) Directing remarks to the audience;
- 965 (v) Holding or placing of a banner or sign in the commission meeting room in a way that
- 966 endangers others or obstructs the free flow of persons attending the commission
- 967 meeting;
- 968 (vi) Leaving the podium or testimony table to physically approach commissioners or
- 969 staff during one's public comment, provided that speakers may offer written
- 970 materials to the commission clerk for distribution before, during, or after their
- 971 testimony to commissioners and may approach the commission clerk to ask
- 972 questions or for direction;
- 973 (vii) Any behavior that disrupts, disturbs, or otherwise impedes attendance at a
- 974 commission public meeting.
- 975
- 976 (f) If a meeting is interrupted by a disruption as described in these bylaws so as to render
- 977 the orderly conduct of the meeting not feasible, the presiding officer, at the discretion
- 978 of the commission, may recess the meeting or adjourn the meeting to another location
- 979 pursuant to the provisions of Article IV, Section 7, of these bylaws and may order the
- 980 meeting room cleared. If a meeting is adjourned due to a disruption, commissioners
- 981 and staff shall leave the meeting room until the meeting is reconvened.
- 982
- 983 11. Questions for which objection requires offering of an amendment. As noted in these
- 984 bylaws, the following are motions that are normally decided by unanimous consent and
- 985 which require that objection be accompanied by the offering of an amendment to the main
- 986 question:
- 987
- 988 (a) Approval of the agenda. The form for the question for approval of the agenda shall be
- 989 put as a call for revisions to the preliminary agenda as proposed, followed by a brief
- 990 pause. Objection shall take the form of an amendment to add to, remove from, or
- 991 reorder items on the preliminary agenda.
- 992
- 993 (b) Excusing absences. The form for excusing absences shall be put as an announcement of
- 994 those present, absent, and excused, followed by a brief pause. Objection shall take the
- 995 form of an amendment to the presiding officer's announcement. If a vote is taken on
- 996 whether to record a commissioner as either excused or absent, the question shall be
- 997 put as a request to show the commissioner "excused."
- 998
- 999 (c) Approval of the minutes. Minutes typically shall be included on the unanimous consent
- 1000 calendar. When removed from the consent calendar for separate consideration, the
- 1001 question shall be on approval of the minutes as proposed and circulated to
- 1002 commissioners in advance. Objection shall take the form of the offering of an
- 1003 amendment to correct the record contained in the minutes as proposed. All
- 1004 commissioners present at the time of the vote to approve the minutes and any
- 1005 amendments offered to the proposed minutes shall vote on the question put,
- 1006 regardless of their presence or absence from the meeting for which the subject minutes
- 1007 have been prepared.
- 1008

1009 12. Questions requiring unanimous consent of all commissioners. As noted elsewhere in these
1010 bylaws, the following motions require unanimous consent of the membership, whether
1011 present or absent, and an objection has the effect of defeating the question:
1012

1013 (a) Motion to allow adoption of a resolution on the same day it is introduced, as described
1014 in Article VI, Section 6.
1015

1016 13. The waiver of any rule contained in these bylaws shall require either an affirmative vote of
1017 two-thirds of those voting or the vote explicitly stipulated in these bylaws, whichever is
1018 more restrictive.
1019

1020

1021 **Article VII – Amendment of Bylaws**
1022

1023 1. Amendment by resolution. These bylaws may be amended by the commission at any
1024 regular or special meeting by resolution duly adopted.
1025

1026 2. Publication. The commission clerk shall revise the bylaws to reflect amendments made
1027 from time to time, shall record a history of revisions to the bylaws, shall make the bylaws
1028 available for public review, and shall maintain an index to the content of the bylaws.
1029

1030 3. At least once every three years, the commission shall refer the bylaws to an appropriate
1031 committee for review and recommendation as to any needed revisions.