



**COMMISSION  
AGENDA MEMORANDUM**

**Item No.** 10c

**ACTION ITEM**

**Date of Meeting** January 14, 2025

**DATE :** January 2, 2025

**TO:** Stephen P. Metruck, Executive Director

**FROM:** Aaron Pritchard, Commission Chief of Staff  
Michelle M. Hart, Commission Clerk

**SUBJECT: 2025 Amendment of the Commission Bylaws and Rules of Procedures Policy Directive**

**Amount of this request:** n/a

**Total estimated project cost:** n/a

**ACTION REQUESTED**

Request Commission Introduction of Resolution No. 3834: Amending Resolution No. 3817(AM) and prior corresponding enacting and amending resolutions through incorporation, pertaining to the Commission's Bylaws and Rules of Procedure ('Bylaws') policy directive.

**EXECUTIVE SUMMARY**

Amendments proposed provide for: corresponding amendments to the Bylaws and Rules of Procedure that are necessary due to amendment of the Commission Code of Ethics ('code'); exceptions to limitations on voting for 'remote interests' of Commissioners participating on non-profits boards and providing for the ability for a Commissioner to abstain from voting in cases of remote interests, as defined by the code; updates to vacancies in office provisions due to statutory changes in Washington State statute; dual reporting requirements for Commission Office strategic advisors/aides; clarifying that Commissioners may be removed from an officer's position as a means of corrective action in cases of code violations; and an amendment to the public comment rules allowing a presiding officer to issue either an oral notice of disruption during a meeting, or a written notice post-meeting.

**DETAILS**

Article II – Commissioners

- Section 5 – Ethical behavior, conflict of interest, recusal procedure, and respectful interactions.
  - Revision to the section title.

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- Reflecting Commission’s commitment to uphold the requirements and behavioral standards reflected in the Code of Ethics.
  - Incorporating the Governance Committee’s jurisdiction to review potential violations of Commission’s behavioral commitments and the Port’s Statement of Values when an alleged written complaint is unaccompanied by a formal ethics complaint filing; or a matter has been forwarded by the Board of Ethics to the committee.
  - Incorporating limitations on voting for ‘remote interests’ in contracts for Commissioners participating on non-profits boards and providing for the ability for a Commissioner to abstain from voting in cases of remote interests, as defined by the code.
- Section 6 – Vacancy in office.
  - Aligning nomination, posting and notice, review, and appointment of candidate provisions with Washington State statute pertaining to vacancies in office.
- Section 7 – Outside boards and Commissions.
  - Reflecting participation in matters involving non-profit boards.
- Section 11 – Oversight of the Office of the Commission and the Commission Chief of Staff.
  - To include dual reporting requirements of Commission Office strategic advisors/aides.

**Article III – Officers**

- Clarifying that a Commissioner may be removed from an officer’s position as a potential corrective action resulting from an Ethics Complaint finding.

**Article VI – Rules of Order**

- Voting. Recognizing that a Commissioner is not interested in a contract pertaining to a non-profit organization, on which they also serve, if the Commissioner has only a remote interest in the contract and the extent of the interest is disclosed prior to the formation of the contract; and the Commission approves the contract without counting the vote of the Commissioner having the remote interest; excepting if the Commissioner influences or attempts to influence any other Commissioner or port employee to enter into the contract.
- Technical Edit – Removing a provision that interlocal agreements be adopted by resolution, as it is not our practice to adopt these by resolution, unless otherwise required by law.
- Public Comment Rules. Recognizing the presiding officer may issue either an oral notice for public comment rules disruptions at the time of the meeting, or a written notice of disruption after the meeting.

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**ALTERNATIVES AND IMPLICATIONS CONSIDERED**

The Commission could choose to (1) adopt the proposed amendments as presented; (2) amend the proposed amendments presented; or (3) reject the proposals to amend the Commission's Bylaws and Rules of procedure. Alternative (3) would misalign sections of these Bylaws with 2025 amendments proposed to the Commission Code of Ethics; would maintain differences in Commission rules of procedure with state statute pertaining to vacancy in office provisions; and would not provide a written requirement for dual reporting of strategic advisors/aides to the Commission and the Chief of Staff.

**FINANCIAL IMPLICATIONS**

None.

**ATTACHMENTS TO THIS REQUEST**

- (1) Draft Resolution No. 3834
- (2) Exhibit A - Bylaws and Rules of Procedure policy directive
- (3) Presentation

**PREVIOUS COMMISSION ACTIONS OR BRIEFINGS**

December 30 – January, 2025 – Commissioner Briefings  
November 21, 2024 – Governance Committee Briefing  
November 11, 2024 – Board of Ethics Briefing