

## RESOLUTION NO. 2021-07

### A RESOLUTION OF THE NORTHWEST SEAPORT ALLIANCE ADOPTING THE THIRD AMENDED MANAGING MEMBER BYLAWS

**WHEREAS**, the Port of Seattle ("POS") and Port of Tacoma ("POT"), (collectively, "Ports"), are public port districts, organized under provisions of the laws of the State of Washington, codified under Title 53 RCW; and

WHEREAS, the Ports have formed The Northwest Seaport Alliance ("Alliance"), pursuant to and subject to Federal Maritime Commission ("FMC") oversight, and have entered into an interlocal agreement with delegated powers exercised pursuant to the port joint powers statute (RCW 53.08.240) which expressly permits joint operation and investment outside of a port's district, and pursuant to RCW 39.34.030, the Interlocal Cooperation Act, and pursuant to RCW ch.53.57, which authorizes the Ports to create a Port Development Authority ("PDA") to operate certain marine facilities jointly as the Alliance; and

WHEREAS, the operations and affairs of the PDA are managed by the port districts as members of the PDA and the charter ("Charter") for the PDA and each port district member ("Managing Member") acts in such capacity through its own elected commissioners; and

WHEREAS, The Alliance Managing Members previously adopted Managing Members Bylaws, to constitute the rules governing the transaction of business by the Northwest Seaport Alliance Managing Members; and

WHEREAS, said Bylaws at Article XI provide that the Bylaws may be amended by the Alliance Managing Members by resolution duly adopted; and

WHEREAS, the Managing Members previously adopted the First Amended Bylaws by Resolution 2015-07 in January 2016; and

WHEREAS, the Managing Members previously adopted the Second Amended Bylaws by Resolution 2019-04 in July 2019, and now seek to update the Bylaws further.

NOW, THEREFORE, BE IT RESOLVED BY THE MANAGING MEMBERS OF THE NORTHWEST SEAPORT ALLIANCE that:

The Third Amended Bylaws, as set forth in **Exhibit "A"** attached to this Resolution and by this reference incorporated herein, have been presented and read twice by the Managing Members and are recommended by the Internal Governance Work Group and are hereby adopted for the purpose of establishing the rules governing the transaction of business by The Northwest Seaport Alliance Managing Members.

ADOPTED by a majority of the members of The Northwest Seaport Alliance at a special meeting held on the 7th day of July, 2021 by a majority of the members being present and voting on this resolution and signed by its Co-Chairs and attested by its Co-Secretaries under the official seal of said Managing Members in authentication of its passage this 7th day of July, 2021.



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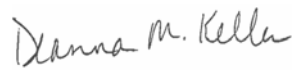
Fred Felleman, Co-Chair  
The Northwest Seaport Alliance



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Richard Marzano, Co-Chair  
The Northwest Seaport Alliance

ATTEST:



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Deanna Keller, Co-Secretary  
The Northwest Seaport Alliance



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Sam Cho, Co-Secretary  
The Northwest Seaport Alliance

**EXHIBIT A**  
**THE THIRD AMENDED BYLAWS OF THE NORTHWEST SEAPORT ALLIANCE**  
**MANAGING MEMBERS**

**ARTICLE I**  
**PREAMBLE**

1. **Definition:** These Bylaws shall constitute the rules governing the transaction of business by The Northwest Seaport Alliance Managing Members.
  
2. **Entity & Managing Members:** The Northwest Seaport Alliance (“Alliance”) is a legally constituted Washington port development authority managed by two (2) Managing Members as defined below.
  - A. Managing Member---The Port of Seattle, a public port district operating under the laws of the state of Washington, acting in such capacity through its own commission.
  - B. Managing Member--- The Port of Tacoma, a public port district operating under the laws of the state of Washington, acting in such capacity through its own commission.
  - C. The Ports of Seattle and Tacoma are referred to as each “Homeport” or “Homeports” herein.
  
3. **Public and Community Policy activities:**
  - A. Public and community policies and activities with respect to properties managed by the Alliance shall be the responsibility of the Homeports and not the Alliance.
  - B. The Alliance shall take official positions on policy and significant legislative issues only when the issue impacts the Alliance and only after:
    1. The Managing Members have discussed the matter or matters in open session, and
    2. The Managing Members have taken a unanimous position as evidenced by not less than three affirmative votes of each Managing Member.
  - C. Co-Presidents shall be the designated spokespersons for the Alliance.
  - D. Members of the commissions of each Managing Member shall have the right to

voice personal opinions that differ from those of the Alliance determined pursuant to Article I Section 3B above as long as they are stated as such.

**ARTICLE II**  
**ORGANIZATION AND DUTIES OF THE**  
**NORTHWEST SEAPORT ALLIANCE MANAGING MEMBERS**

1. **Officers:** The Alliance Managing Member officers will be the following elected officers of the two Homeports so both Managing Members will have equal representation and responsibility:
  - A. The Homeport Presidents, who shall serve as Alliance Co- Chairs and
  - B. Co-Secretaries.
  
2. **Selection of Officers:** Managing Member officers are selected using Homeport Bylaws and processes.
  
3. **Term:** The Alliance Officers' term shall be as stated in the Homeport Commission Bylaws of each Officer's Homeport and shall run until a successor is elected. However, whenever vacancies arise, they may be filled by the appropriate Homeport prior to the next Alliance meeting following the vacancy if possible.
  
4. **Dual Action Vote:** In any meeting of the Managing Members which requires a corresponding independent vote of a Homeport Commission, in addition to a vote by the Managing Members, one combined vote may be taken by a show of hands of the Managing Members so that the votes of both the Alliance Managing Members and the respective Homeport Commission may be voted and recorded; provided however, in such case, such dual votes shall have been reflected in that Alliance meeting agenda and all legally required prior public notices, and posting requirements shall have been followed.
  
5. **Discussion.** Any Managing Member Commissioner shall have the right to question any individual on matters germane to the issue properly before the Alliance for

discussion.

6. **Action Process.** All proceedings shall be by motion or resolution and recorded in the minutes.
7. **Audit Committee.** The Commission members of each Homeport Audit Committee shall function as the members of the Alliance Audit Committee supported by appropriate Alliance staff. The chairs of each Homeport Audit Committee shall function as the Co- Chairs of the Alliance Audit Committee.
8. **Work Groups-** The Managing Members may from time to time appoint standing or special Work Groups, consisting of a subset of Managing Member Commissioners. In no event may a Work Group or a meeting thereof include a quorum of the NWSA Managing Members or of either home port. Work Groups shall provide a summary report of their meetings and any recommendations from those meetings to the Managing Members. No final decisions or actions shall occur in Work Group meetings.

### **ARTICLE III** **DUTIES OF MANAGING MEMBER OFFICERS**

1. **Co-Chairs** shall:
  - Preside at all public and executive meetings of the Alliance.
  - Act as spokespersons for the Alliance reflecting the views of the Managing Members after public discussion and a Managing Member vote establishing the Alliance's position.
  - Preserve order and decorum at Alliance public and executive session meetings.
  - Observe and enforce all rules adopted by the Managing Members.
  - Decide all questions on order, in accordance with Alliance bylaws, subject to appeal by any Commissioner.

- Recognize individual Commissioners in the order in which they request the floor.
- Sign all resolutions, contracts, and other instruments as authorized by the Managing Members
- Rotate presiding responsibility, by simple rotation, whereby the Co-Chairs shall alternate meeting agenda management, regardless of the meeting location.

**2. Co -Secretaries shall:**

- Supervise the recording of the Alliance meeting minutes.
- Supervise staff in the retaining of a record of all Alliance motions and resolutions.
- Supervise the safekeeping of the seal and minute books.
- Discharge all duties assigned to the office by majority vote of the Managing Members.

**ARTICLE IV**  
**MEETINGS**

**1. Regular Alliance meetings:**

- A. The regular meeting date and time of the Alliance Managing Members shall be 11:00 AM on the first Tuesday of each month, except if the Tuesday falls on a legal holiday or on the day after a Monday legal holiday, in either case, the regular meeting will be held on the next regular business day. When an executive session under RCW 42.30.110 or a closed session under 46 U.S.C. § 40306; 46 C.F.R. §535.608; and 46 C.F.R. 535.701(i)(1) and as authorized by Port of Seattle/Port of Tacoma Alliance Agreement – Federal Maritime Commission (FMC) Agreement No. 201228 (FMC Session) is to be held, the regular meeting may convene at 9:00 a.m., immediately recess into executive and/or FMC Session that shall be closed to the public, after which the public session shall reconvene at 11:00 a.m.
- B. The regular meeting locations shall be as follows:
1. The Port of Tacoma Fabulich Center in Fife in January, March, May, July, September, and November, and

2. The Port of Seattle SeaTac Airport Conference Center in February, April, June, August, October and December. Meetings may be held at such other locations as determined by a vote of the Managing Members, or with Alliance Co-Chairs' approval, by Alliance Executive staff. Any meetings scheduled for alternative dates and times and locations, including the Port of Seattle Administrative Offices at Pier 69, shall be considered special meetings.

C. The Managing Members, by a majority vote, may by motion recess from a meeting to a certain time set forth in the motion made therefore or may cancel a meeting.

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

**3. Executive Sessions:** Managing Members may consider matters in executive session in accordance with the requirements of the Open Public Meetings Act (RCW 42.30.110) and other laws, as they now exist and as may be amended in the future.

**4. Scheduling of Executive Sessions: Executive Sessions shall be either:**

- Scheduled the same day as regular or special Alliance meetings, or
- With respect to special executive sessions, when no public Alliance meeting will also be held, such sessions may be scheduled with agreement of both Managing Member Co-Chairs or a quorum of both Managing Members.

**5. Announcement of Executive Sessions.** Before convening an Alliance executive session, one of the Alliance Co-Chairs shall publicly announce the purpose for the executive session and cite to the applicable statutory exception which applies to that meeting purpose, the estimated length of the session, the time when the executive session will be concluded, and whether or not action is anticipated to be taken after and as a result of the executive session.

**6. Special meetings.** Special public meetings may be called for any time either by agreement of the Co-Chairs or by a quorum of members of each Managing Member, by delivering notice pursuant to RCW42.30.080 at least 24 hours in advance by personal

or by electronic mail written notice to each Managing Member Commissioner; and to each local newspaper of general circulation and to each local radio or television station which has on file with the Managing Members a written request to be notified of such special meeting or of all special meetings.

The written meeting notice shall specify the time and place of the special meeting and all business to be transacted. Such notice shall also be posted on the Alliance website at least twenty-four (24) hours before the special meeting. No Managing Member action shall be taken on any other matter at such special meeting. 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 Alliance a written waiver of notice. Such waiver may be given by regular or electronic mail or facsimile transmittal. Such written or electronic notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes. The meeting 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.

**7. Hearings: (budget, study sessions, etc)**

A. **Hearings.** During consideration of the budget and other matters requiring hearings by the Managing Members, the public is invited to testify. Meeting notice for hearings will be so annotated.

B. **Study Sessions.** Study Sessions may held as a special meeting or in conjunction with a regular Alliance Managing Member meeting

**8. Quorum:** Three (3) Commissioners from each of the Managing Members shall constitute a quorum for the convening of a meeting. In the absence of a quorum, the Managing Members present may proceed with any non-action agenda items and or adjourn the meeting to a later date.



**9. Absences:** Any absence by a Commissioner from a meeting because of attendance to other Alliance or Homeport business shall be so recorded in the minutes of the meeting, and any such Alliance or Homeport related absence shall be automatically excused by the Managing Members.

**10. Commissioner Participation.** A Managing Member Commissioner who is physically absent may participate in live meeting deliberations by audio or video conference, provided that he or she has the ability to listen to or view the proceedings, and the Managing Member Commissioners and the public in attendance at the meeting have the ability to listen to or see the absent Commissioner. A Managing Member Commissioner may vote by audio or video conference only when he or she has been able to hear or see the entire agenda item. This provision is specifically intended to facilitate the presence of a quorum when three or more Commissioners of a Managing Member are not available to participate in person or to accommodate a traveling Commissioner.

## **ARTICLE V** **ORDER OF BUSINESS FOR MEETINGS & HEARINGS**

The order of business unless otherwise agreed to at the meeting shall be:

1. Call to Order.
2. Executive Session (if needed)<sup>1</sup>, and if so, then reconvene into public session.
3. Flag Salute.
4. Report by Chief Executive Officer.
5. Public comment on General Business or other Alliance related matters.
6. Consent Agenda, to include approval of minutes of prior meeting(s), voucher and check approval) and other matters determined by Alliance staff. Any Managing Member Commissioner may request that an item be removed from the Consent Agenda to be separately discussed and voted upon.
7. Agenda items in numerical order, including introduction, reading, Managing Member motion, second, discussion, and vote on resolutions or motions.

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<sup>1</sup> Following an Executive Session, the public meeting shall be reconvened and the Managing Members may consider items discussed in Executive session so long as prior to convening into Executive Session the appropriate announcement was made in the public session that action may occur after and as a result of the Executive Session.

8. General business (including informal discussion items, announcements, comments and committee reports, which may be raised by any Managing Member Commissioner, and staff review items).
9. Adjournment.

NOTE: Public comment may be had on any agenda item, at the meeting at which the matter is discussed by the Managing Members at the appropriate time for accepting general public comments, as determined by the Managing Members. Such persons must state their name for the record, and confine such remarks to the matter under discussion. Such remarks shall be limited to three minutes.

## **ARTICLE VI** **MOTIONS & RESOLUTION**

1. Alliance Managing Members shall transact business by motion or resolution which may be made by any Managing Member Commissioner in attendance, including any one of the Co-Chairs of the meeting.
2. Voting on all motions or resolutions shall be "yea" and "nay" with the exception of Dual Action voting as described in Article II, Section 4 herein. Any Commissioner of a Managing Member may call for a roll call vote.
3. Approval by each Managing Member is defined as an affirmative vote of at least three of the five commissioners of such Managing Member, regardless of quorum.
4. Resolutions shall be numbered consecutively and the original copy of each resolution shall be kept in a book or books for such purposes, which shall be public records.
5. Except as the Managing Members shall otherwise approve, Managing Member proceedings shall generally follow the rules contained in the current edition of Robert's Rules of Order, Revised.
6. Each Resolution shall be presented at two meetings before a final vote is taken (first reading, followed by final vote at the second meeting). A vote shall be taken at first reading, provided however, future amendments within the scope of the proposed resolution shall be allowed at second reading, prior to the final vote. If both

Managing Members consent - a resolution may be put on for final passage at the first meeting at which it is introduced.

**ARTICLE VII**  
**MINUTES**

1. All proceeding of the Alliance shall be made by motion or resolution recorded in a book or books kept for such purpose, which shall be public records.
2. When the Alliance Managing Members have 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 Alliance Managing Members as to motions and resolutions set forth therein superseding all statements made by Commissioners at the meeting.
3. The Alliance staff shall be responsible for drafting, compiling and keeping minutes of Managing Member meetings.

**ARTICLE VIII**  
**ITEMS TO BE CONSIDERED - FILING NEW MATTERS**

1. The CEO and the CEO's staff shall endeavor if possible to provide to the Alliance Managing Members all subjects to be considered at an Alliance meeting, including contracts, call for bids, and other items one week prior to regular Alliance public and executive session meetings, but in no event fewer than three (3) days before any Alliance meeting.
2. Each item shall have a written explanation and full briefing of all information necessary for a review and discussion of said business item, to include but not be limited to a discussion on the following impacts:
  - A. Financial
  - B. Economic
  - C. Environmental

**ARTICLE IX**  
**AMENDMENT OF BYLAWS**

These Bylaws may be amended by the Alliance Managing Members by resolution duly adopted.

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