

BYLAWS OF THE

ANN ARBOR HISTORIC DISTRICT COMMISSION – CITY OF ANN ARBOR, MICHIGAN

Article I. Name

The name of this commission is the Ann Arbor Historic District Commission.

Article II. Enabling Authority

The Ann Arbor Historic District Commission is established by Ann Arbor City Code, Chapter 8, section 1:191 and operates pursuant to Ann Arbor City Code, Chapter 103, Historic Preservation and the Michigan Local Historic Districts Act, Act 169 of 1970, MCL § 399.201 et seq.

Article III. Purpose, Objectives, and Duties

Section 1. The purpose of the Ann Arbor Historic District Commission ("the Commission") is to implement Chapter 103 of Ann Arbor City Code and the Michigan Local Historic Districts Act.

Section 2. The Commission shall submit an Annual Report to City Council in April of each year, detailing the activities of the Commission for the previous calendar year. Commission staff shall prepare a draft Annual Report in time for the Commission to review at the March regular meeting. The report shall contain, at a minimum, the total number of applications submitted, the number of applications handled by staff versus those considered by the Commission, the number of certificates of appropriateness and notices to proceed issued and denied, the names of award winners, and a description of the work of any active study committee.

Section 3. The Commission shall have all powers and duties of commissions authorized by Chapter 103 of Ann Arbor City Code and by Public Act 169 of 1970, as amended, MCL 399.201 et. seq., including but not limited to the following pursuant to Chapter 8, section 1:191 of Ann Arbor City Code:

- (1) To hold public hearings and review applications for work in proposed and designated historic districts, and to issue certificates of appropriateness, notices to proceed, and denials of applications for work pursuant to Chapter 103 of Ann Arbor City Code;
- (2) To conduct an ongoing survey to identify historically and architecturally significant properties, structures, and areas that exemplify the cultural, social, economic, political, or architectural history of the nation, state, or city;
- (3) To determine an appropriate system of markers and make recommendations for the design and implementation of specific markings of the streets and routes leading from one historic district to another;
- (4) To advise and assist owners of property or structures within historic districts on physical and financial aspects of preservation, renovation,

Comment [CA1]: Revised former Art. II to cover all purposes stated in ordinance and statute.

rehabilitation, and reuse, and on procedures for inclusion on the state and national registers of historic places;

(5) To review and comment on any national register nominations submitted to the Commission;

(6) To inform and educate the citizens of Ann Arbor concerning the historic and architectural heritage of the city by publishing appropriate maps, newsletters, brochures, and pamphlets, and by holding programs and seminars;

(7) To appoint such citizen advisory committees as may be required from time to time;

(8) To testify before and provide comments to all boards and commissions, including but not limited to the planning commission and the zoning board of appeals, on any matter affecting historically and architecturally significant property, structures, and area, as requested by a board or commission;

(9) To confer recognition upon the owners of property or structures by means of certificates, plaques, or markers;

(10) To develop preservation components in planning efforts undertaken by the city and to recommend such planning components to the planning commission and to the city council;

(11) To review the current zoning ordinance and recommend to the planning commission and the city council any amendments appropriate for the protection and continued use of historically and architecturally significant property, structures, and areas;

(12) To work with other interested organizations to record and promote an appreciation of local history and to preserve and designate historic buildings, structures, sites, districts and objects;

(13) To develop design guidelines for work within historic districts;

(14) To adopt bylaws and rules of procedure subject to city council approval.

(15) To hold its meetings in compliance with the Open Meetings Act and to provide public notice of its meetings in accordance with that act;

(16) To keep records of resolutions, proceedings and actions, and make records available to the public in compliance with the Michigan Freedom of Information Act; and

(17) To undertake any other action or activity necessary or appropriate to the implementation of its powers and duties or to the implementation of the purpose of Chapter 103 of Ann Arbor City Code.

Article IV Membership

Comment [CA2]: Added requirements of ordinance, statute, Charter, etc.

Section 1. The Commission shall consist of seven (7) Commissioners appointed by the Mayor and approved by City Council. The majority of the Commissioners shall have a clearly demonstrated interest in or knowledge of historic preservation. At least two (2) Commissioners shall be appointed from a list submitted by one (1) or more local historic preservation organizations. If such a person is available for appointment, one (1) Commissioner shall be a graduate of an accredited school of architecture who has two (2) years of architectural experience or who is an architect registered in the State of Michigan. If possible, one (1) Commissioner shall meet the professional qualifications for history as defined by the Secretary of the Interior's Historic Preservation Professional Qualifications Standards.

Section 2. All Commissioners shall serve without compensation. On a case by case basis, Commissioners may receive reimbursement for expenses incurred in the exercise of their duties or in continuing education in historic preservation, subject to the prior approval of the Community Services Area Administrator.

Section 3. All Commissioners shall be appointed for a three-year term. In order to insure that approximately one-third of the voting members' appointments expire each year, initial appointments shall be two (2) Commissioners for a one-year term, two (2) Commissioners for a two-year term, and two (2) Commissioners for a three-year term. Consistent with MCL § 399.204, Commissioners shall be eligible for reappointment.

Section 4. Consistent with City Charter § 12.2, all Commissioners shall have been registered electors in the City of Ann Arbor for at least one (1) year immediately preceding the time of appointment, unless an exception is granted by a resolution concurred in by at least seven (7) members of City Council. Consistent with City Code § 1:191 and MCL § 399.204, each Commissioner shall reside in the City of Ann Arbor.

Section 5. A Commissioner whose term has expired shall hold over and continue to serve until a successor has been appointed. Consistent with City Code §§ 1:171, 1:191 and MCL § 399.204, no Commissioner shall be allowed to hold over for more than 60 days beyond the appointed term whether or not a successor has been appointed.

Section 6. Consistent with City Code § 1:171, the Mayor shall notify City Council of the expiration of a Commissioner's term at least 30 days prior and shall present to City Council all proposed reappointments no later than 60 days after the expiration of the term.

Section 7. Consistent with City Code § 1:171, any vacancy on the Commission occurring in the middle of a term shall be filled for the remainder of the term in the same manner as for full-term appointments. Consistent with City Code § 1:191 and MCL § 399.204, any vacancy shall be filled within 60 days.

Section 8. Commissioners are expected to attend regularly scheduled meetings and to notify the Chair and the primary staff liaison in advance if they expect to be tardy or absent. If a Commissioner misses more than three (3) regularly scheduled meetings in a twelve (12) month period, the Chair shall notify the Mayor and may recommend removal of the Commissioner.

Comment [CA3]: Instead of the 2 unexcused absences in the prior rules, suggest 3 absences of any trigger review, especially on an active commission such as this.

Section 9. A Commissioner may be removed by the Mayor with the approval of Council for cause following notice and a hearing.

Section 10. Each retiring Commissioner who has not been removed for cause shall receive appropriate recognition and a certificate of commendation from the Commission that shall be prepared by the Chair or their designee.

Section 11. Commission staff shall conduct an orientation session for new Commissioners within two (2) months of appointment, which staff, the Chair or the Chair's designee shall attend. All Commissioners shall be notified of the time and place of the orientation and may attend. For the benefit of the new Commissioner(s), the Chair or designee shall review operational matters, including bylaws, procedures, and committees, and staff shall review Chapter 103, including the background of all current and proposed districts in the City. The following shall be provided to new Commissioners:

- (1) Chapter 103
- (2) Bylaws
- (3) Information about current Commissioners
- (4) Chronology of districts
- (5) Map of districts
- (6) Study Committee Reports for all current districts
- (7) The Secretary of the Interior's Standards for Rehabilitation and Guidelines for Rehabilitating Historic Buildings
- (8) Design Guidelines
- (9) Application and application guidelines

Article V Ethics and Conflicts of Interest

Section 1. A Commissioner shall abstain from discussion or voting on any matter where that Commissioner is involved in a real or apparent conflict of interest. Decisions regarding conflicts of interest shall be evaluated on a case-by-case basis with reasonable application of the principles provided in this Article. A conflict of interest shall at a minimum include, but is not necessarily limited to:

- a. A matter involving property in which that Commissioner, any member of his/her immediate family, his/her partner, or an entity with whom the Commissioner has family or business ties has an ownership or other direct interest.
- b. A matter where the Commissioner's employee or employer is an applicant or agent for an applicant, or has a direct interest in the outcome.
- c. A matter which may result in a financial or other benefit to that Commissioner, any member of his/her immediate family, his/her partner, or an entity with whom the Commissioner has family or business ties.

Section 2. Each Commissioner shall complete an annual disclosure of employer and any other organization affiliations that reasonably could lead to a conflict of interest and shall

Comment [CA4]: Revised based upon standard language being provided to all boards and commissions going forward.

update this disclosure in writing at any time during the year when such affiliations change.

Comment [CA5]: Recommended standard provision.

Section 3. A Commissioner shall neither solicit nor accept gratuities, favors, or anything of monetary value from entities in a position to benefit from a decision of the Commission.

Section 4. Except where it violates a confidence, a Commissioner shall disclose all pertinent facts regarding any possible conflict of interest, real or apparent, and those facts shall be recorded in the minutes of the proceedings. The Commissioner may then abstain from discussion and voting on the matter.

Section 5. Where a question has arisen as to whether a Commissioner is ineligible to participate in discussion or vote on a matter because of a conflict of interest, the Commission may determine that the Commissioner is ineligible due to a conflict of interest by a vote of a majority of the other Commissioners present. Upon such a determination, the ineligible Commissioner shall not participate in discussion or vote on the matter.

Section 6. A Commissioner who cannot vote due to a conflict of interest shall, during deliberation of the matter before the Commission, leave the meeting or the area where the Commissioners sit until action on the matter is concluded.

Section 7. If the effective voting membership of the Commission is reduced because of a conflict of interest, a majority of the remaining members present shall be required for the Commission to pass any motion.

Section 8. Commissioners shall not act, hold themselves out, or permit themselves to be perceived as official representatives or spokespersons for the Commission without authorization from the Chair. When communicating for personal purposes on matters that may relate to the Commission's business, Commissioners shall clearly indicate that their statements are made in a personal capacity and do not necessarily reflect the views of the Commission. Whenever a Commissioner is asked to speak on behalf of the Commission, he/she shall seek permission of the Chair in advance.

Section 9. A Commissioner shall not be heard before the Commission as an applicant, representative of an applicant, or as a party interested in an application during the Commissioner's term of office.

Section 10. Members of the City Council are discouraged from appearing before the Commission as a petitioner, representative of a petitioner or as a party interested in a petition during the Councilmember's term of office.

Comment [CA6]: Cannot definitely control actions of Councilmembers, but can discourage them.

Section 11. The Commission or individual Commissioners shall not intrude into the management of the City Planning and Development Services Unit or into those matters which are handled administratively within the service unit.

Section 12. Commissioners may, but are not obligated to, provide professional services to the Commission free of charge.

Section 13. Commissioners shall conduct themselves in a fair, courteous, and understanding manner at all times in the discharge of their duties, and shall avoid exchanges or actions based upon personal differences.

Article VI Officers

Section 1. The officers of the Commission shall be a Chair and Vice-Chair. The officers shall be elected from among the Commissioners by secret ballot each year at a regular meeting in October. Nominations may be made from the floor in addition to those in the report of the Nominating Committee. The officers shall be elected for a one-year term by a majority of the Commissioners present. No Commissioner shall serve more than two (2) consecutive full terms in the same office. The term of each officer shall run from November 1 to October 31 of the following year.

Comment [CA7]: Eliminated office of Secretary, whose duties were largely handled by staff. Going forward, the Commission may appoint an ad hoc Secretary as needed.

Section 2. The Chair shall preside at all meetings and shall decide points of order and procedure subject to the provisions of these bylaws and with the guidance of Robert's Rules of Order, as revised. The Chair shall have the privilege of discussing and voting on all matters before the Commission. The Vice-Chair shall assume the duties of the Chair in the Chair's absence.

Section 3. When an office becomes vacant before the expiration of the current term (whether by resignation, removal, incapacity, or other circumstance), the vacancy shall be filled by election in the same manner as for full-term officers and the new officer shall serve the remainder of the term. The replacement officer shall be elected at the next regularly scheduled meeting or as soon as practicable. The Vice-Chair may be elected as replacement Chair, in which case a replacement Vice-Chair shall be elected at the same time.

Section 4. No individual may hold more than one (1) office at a time.

Comment [CA8]: Recommended standard provision.

Article VII Meetings

Section 1. The Commission shall conduct regularly scheduled meetings at least monthly. Regular meetings shall be held on the second Thursday of each month unless the Commission sets alternate dates by resolution. The schedule of regular meetings for the following year shall be determined by the Commission before the end of the current year. Notice of the year's schedule of regular meetings shall be posted at least forty-eight (48) hours prior to the first meeting of the year.

Section 2. Special meetings may be called by the Chair in his/her discretion and shall be called by the Chair upon the written request of two (2) Commissioners. The purpose of the special meeting shall be stated in the public notice for that meeting. At the special meeting, the Commission may not conduct any business beyond the specific purpose stated in the public notice, except by unanimous consent of the voting members present. Public notice of the special meeting shall be posted at least eighteen (18) hours prior to the scheduled starting time.

Comment [CA9]: Recommend elimination of previous Art. VII(2) provision allowing any two members to delay action of special meeting. Elimination allows greater flexibility to Commission.

Section 3. The Commission may hold non-voting working meetings to carry on the work of the Commission. Public notice of the working meeting shall be posted at least eighteen (18) hours prior to the scheduled starting time.

Comment [CA10]: Recommended standard provision.

Section 4. Public notice of committee meetings shall be posted at least eighteen (18) hours prior to the scheduled starting time.

Section 5. Public notice of all meetings shall be posted at City Hall.

Section 6. Notice of each meeting shall be provided to all Commissioners at least forty-eight (48) hours prior to the scheduled starting time for all regular and special meetings and at least eighteen (18) hours prior for all rescheduled and committee meetings.

Section 7. ~~The Chair may cancel a meeting due to weather, emergency, or other circumstances that may substantially limit the ability Commissioners or the public to attend. The Chair shall give notice of cancellation to Commissioners and Commission staff at least two (2) hours prior to the scheduled meeting time, where practicable. The Chair shall post public notice of the cancellation as soon as practicable. The Chair may reschedule cancelled meetings after consulting with staff. Public notice for rescheduled regular or special meetings shall be posted at least eighteen (18) hours prior to the scheduled starting time.~~

Comment [CA11]: Recommended standard provision.

Section 8. A majority of all voting members currently serving on the Commission shall constitute a quorum. A concurring vote of the majority of all Commissioners present is required for the Commission to pass any motion. If the effective voting membership of the Commission is reduced because of a conflict of interest, a majority vote of the remaining Commissioners present shall be required for the Commission to pass any motion. The right to vote is limited to Commissioners actually present at the time the vote is taken at a lawfully called meeting.

Comment [CA12]: Eliminated prior provision of Art. VII(4) allowing quorum to continue even if members leave. Advise that this is not permissible Parliamentary procedure. If a quorum is not present, the meeting must adjourn.

Section 9. Except for the election of officers, voting shall be by voice and a show of hands. If the vote is not unanimous, a roll call vote shall be taken and recorded in the minutes.

Comment [CA13]: Eliminated superfluous provision regarding abstentions.

Section 10. The Commission shall arrange to keep minutes of all meetings, which shall be a record of the Commission's consideration and actions, and which shall include at a minimum a list of those Commissioners present and not present at each meeting; identifying information, where given, of all persons appearing before the Commission; a copy of each resolution or other matter acted upon by the Commission and a description of the outcome of each action. Consistent with MCL § 15.269, draft minutes shall be available for public inspection within eight (8) business days of the meeting, and the Commission shall approve and make any corrections in the minutes at the next regular meeting. The minutes shall be filed in the City Clerk's Office and shall be a public record.

Section 11. All meetings of the Commission and its committees shall be open to the public and conducted in accordance with the Michigan Open Meetings Act (PA 267 of 1976), as amended. Closed sessions may be called for purposes listed in the Open Meetings Act.

Section 12. Public comment shall be allowed at all meetings. Applicants shall be given sufficient time to present their application, subject to reasonable limits set in the Chair's discretion. Other speakers may speak for up to three (3) minutes on any item open for public comment. The Chair may extend an individual's speaking time in his/her discretion. Public comment on non-agenda items may be limited in the Chair's discretion. Speakers shall be requested to provide their name and address for the record.

Section 13. Applicants must submit all materials pertinent to their application to Commission staff no later than ten (10) business days prior to the meeting at which the application is to be considered.

Section 14. Applicants shall specify whether they are requesting a certificate of appropriateness or a notice to proceed, and may not request consideration of both in the same application. An applicant may not file more than one (1) application for substantially similar work until any previously filed applications for such work have been acted upon by the Commission or withdrawn. A subsequent application for work that is substantially similar to work already considered by the Commission will not be accepted unless the applicant presents evidence showing a substantial change in facts, circumstances, or the nature of the work, or the applicant is requesting a different approval from the Commission, e.g. a notice to proceed instead of a certificate of appropriateness. The Commission may require additional information or evidence in order to consider a notice to proceed.

Comment [CA14]: Modified former sections dealing with re-hearings to avoid running afoul of 60-day deadline. Now, applicants must elect either CoA or NtP on each application and must withdraw pending application if they want to switch.

Section 15. Commissioners who attend non-Commission meetings as a representative of the Commission shall prepare a brief written or oral report, including at a minimum the date, time, place, sponsoring organization, and topics discussed, unless Commission staff is present at the meeting to prepare such a report. When practicable, the report shall be submitted to Commission staff in time to be included in the packet for the following regular meeting.

Section 16. The Chair shall approve any report that a Commissioner proposes to submit to a non-Commission committee, board, task force, or other body on which a Commissioner serves as official representative of the Commission. A copy of the report shall be included in the packet for the next regular meeting after approval.

Article VIII Agenda and Order of Business

Section 1. The agenda for each meeting of the Commission shall be developed by the Historic Preservation Coordinator or other delegated staff member in coordination with the Chair. Agendas for all regular meetings shall be made available to the public and Commissioners at least forty-eight (48) hours before the meeting's scheduled starting time.

Comment [CA15]: Recommended standard provision.

Section 2. The suggested order of business at regular meetings shall be as follows. Once the agenda is approved, the order of business may be suspended or modified by a majority of those Commissioners present.

Comment [CA16]: Modified to reflect actual practice of the Commission.

- a) Call to Order
- b) Roll Call
- c) Approval of Agenda
- d) Regular Business
- e) Public Comment on Non-Agenda Items
- f) Approval of Minutes
- g) Reports from Commissioners

- h) Assignments
- i) Reports from Staff
- j) Concerns of Commissioners
- k) Communications
- l) Adjournment

Section 3. The order of business for considering applications for certificates of appropriateness or notices to proceed shall be as follows. The order of business may be suspended or modified in the Chair's discretion, with the consent of the Commission.

Comment [CA17]: Modified for clarity.

- a) Chair calls the case
- b) Staff presentation, including a brief description of the property's location, historic district, and history including any significant changes to the original configuration, a summary of the application, and any staff findings or recommendations
- c) Review Committee's reports and recommendations
- d) Public hearing
 - 1. Applicant's presentation. Applicants are encouraged to address the Commission on their own behalf and may bring such other persons as may be necessary to support their application.
 - 2. Questions by the Commission of the applicant
 - 3. Public comment on the current application
 - 4. Applicant response, if requested
- e) Closing of public hearing, followed by Commission discussion and action. Further comment from the applicant or other members of the public shall not be allowed during this time unless authorized by the Chair with the consent of the Commission.

Article IX Committees

Section 1. The Commission may create standing or special committees to carry on the work of the Commission. Standing committees may, but need not be, described in the bylaws. Committees shall be limited to performing the tasks delegated to them by the Commission. Each committee shall include at least one (1) Commissioner and may contain other community members, in the Commission's discretion.

Comment [CA18]: Eliminated requirement that all appointed members have a vote - allows more flexibility to appoint non-voting advisory members.

Section 2. Members of committees shall be appointed by the Chair and approved by the Commission.

Section 3. Nominating Committee. The Commission shall appoint a Nominating Committee at the first regular meeting in September whose duty shall be to present nominations for officers at the October meeting.

Section 4. Review Committee. A Review Committee shall be established for each regular meeting or as otherwise necessary to carry out the Commission's business. Each Review Committee shall consist of Commission staff, any consultants deemed

Comment [CA19]: Revised for clarity. Staff determines, in consultation with the Chair, whether a RC is necessary on rehearing, reflecting actual practice of the Commission.

necessary, and at least two (2) Commissioners. Each Commissioner is expected to serve on a Review Committee at least three (3) times annually. Commission staff shall have discretion to select the members of each Review Committee in consultation with the Chair.

(1) All members of the Review Committee shall endeavor to visit each site that is the subject of an application on the Monday prior to the meeting at which the application will be considered, or at another convenient time. If an application is being reconsidered or consideration is being continued from a previous meeting, Commission staff, in consultation with the Chair, may determine that a Review Committee visit is not necessary.

(2) The names of those persons who visited each site as part of the Review Committee shall be listed in the minutes for each meeting.

(3) When the Review Committee is scheduled to visit a structure that is proposed for demolition, all Commissioners shall be notified of the Review Committee meeting time and place.

(4) Subject to the approval of the property owner, a representative of a neighborhood association or member of the public may attend the Review Committee's site visits. Each neighborhood association must submit the name of the attending representative prior to the visit.

Comment [CA20]: Modified to acknowledge that the property owner must grant permission for neighbor visit.

Article X Parliamentary Authority

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall guide the Commission; however parliamentary procedure shall be flexible and may be adjusted in the Chair's discretion to best serve the needs of the Commission. Nevertheless, no procedure shall be adopted that is inconsistent with these bylaws.

Comment [CA21]: Recommended standard provision. Gives Chair discretion to vary from Robert's Rules when appropriate.

Section 2. The Commission shall not adopt or follow any operating rules, regulations, or guidelines not expressly prescribed by these bylaws.

Comment [CA22]: Standard provision.

Article XI Amendment of Bylaws

Section 1. Amendments to these bylaws may be approved at any regular meeting by a two-thirds vote of those Commissioners who are present, but in no case by fewer than four (4) votes, provided that notice of the substance of any proposed amendments was provided to the Commission at the previous regular meeting and specific proposed wording was included in the Commission's packet for the meeting at which the proposed amendment will be considered. Proposed amendments must be submitted to the Office of the City Attorney for review and amendments approved by the Commission shall not be effective until approved by City Council, which shall have final discretion to modify these bylaws. Amended bylaws shall be transmitted to the State Historic Preservation Office within 30 days of approval by City Council.

Section 2. These bylaws shall be reviewed by the Commission annually for possible amendment. The review shall be at the Commission's annual retreat unless another time is set by the Chair.

Article XII Miscellaneous

Section 1. At the discretion of the City Administrator, or as otherwise mandated by City Council, the staff of Planning and Development Services shall be the primary provider of administrative support and professional advice to the Commission and the Planning and Development Services Manager or their designee shall be the primary liaison between the Commission and Planning and Development Services staff.

Section 2. The Commission shall not review any plans for Cobblestone Farm until after the Cobblestone Farm Association Board of Directors has reviewed the same plans and taken action upon them.

Section 3. Design guidelines shall be approved by the Commission and the State Historic Preservation Office consistent with MCL 399.205(3).

Comment [CA23]: Recommended for clarity.

Section 4. Categories of work that are delegated to staff for administrative approval under Ann Arbor City Code, Chapter 103, § 8:414 and MCL 399.205(10) shall be approved by the Commission and recorded on a "Staff Approvals List."

Comment [CA24]: Recommended for clarity.

Section 5. The Ann Arbor City Attorney's Office shall be the legal consultant to the Commission.

Comment [CA25]: Standard provision.

Adopted by the Commission on _____.