

**BYLAWS OF THE
DESIGN REVIEW BOARD – CITY OF ANN ARBOR, MICHIGAN**

Article I Name

The name of this board is the Design Review Board.

Article II Enabling Authority

The Design Review Board was established by ordinance of the Ann Arbor City Council on June, 6, 2011. Ann Arbor City Code, Chapter 8, Section 1:239.

Article III Purpose, Objectives, and Duties

Section 1. The purpose of the Design Review Board (“Board”) is to foster excellence in the design of ~~Ann Arbor’s~~ the built environment in the downtown and to advise petitioners on how a project can meet the spirit and intent of the Downtown Design Guidelines. The Board shall be responsible directly to the Mayor and City Council.

Section 2. The Board is an advisory body and shall be limited to performing the tasks enumerated in these bylaws or otherwise delegated to it by City Council. By City Council ordinance, the Board is charged with the following powers and duties:

- a) To review and discuss the design of certain downtown projects and produce a report of those discussions consistent with Ann Arbor City Code, Chapter 57, Section 5:136.
- b) To provide comments to property owners, developers, and architects on the proposed project design in relation to the Downtown Design Guidelines.
- c) To report annually to City Council regarding the effectiveness of the design review process and make recommendations for any changes to the Downtown Design Guidelines.
- d) All other powers and duties that may be granted by City Council resolution.

Article IV Membership

Section 1. The Board shall consist of 7 members nominated by the Mayor and approved by City Council. Appointments of members shall be made, insofar as a possible, from candidates who have an interest in the design of the built environment and its relationship to the downtown and the broader community. To support comprehensive design review, 2 members shall be landscape architects, 2 members shall be architects, 1 shall be an urban planner, 1 shall be a developer, and 1 shall be a construction contractor.

Section 2. All members of the Board shall serve without compensation.

Section 3. All members shall be appointed for a 3-year term. In order to insure that approximately one third of the members' appointments expire each year, initial appointments shall be 3 members for a 1-year term, 2 members for a 2-year term, and 2 members for a 3-year term.

Comment [AD1]: The City Attorney’s Office strongly opposes such an amendment. They feel that the Purpose, Objectives and Duties statements should identically match the Ordinance language establishing the Board (which the unedited version does).

Section 4. Consistent with City Charter § 12.2, all members of the Board shall have been registered electors in the City of Ann Arbor for at least one year immediately preceding the time of appointment or have an economic interest in the City, unless an exception is granted by a resolution concurred in by at least 7 members of City Council.

Comment [AD2]: The Attorney's Office does not support the added language, believing the "unless an exception" clause already grants City Council broad authority to appoint non-resident Board members. They feel any additional clarifying language may actually impede Council's authority and recommend leaving the language as current.

Section 5. A member whose term has expired may hold over and continue to serve as a member of the Board until a successor has been appointed. Consistent with City Code § 1:171, no member shall be allowed to hold over for more than 60 days beyond the appointed term whether or not a successor has been appointed, except that City Council may extend terms for periods of 90 days upon the recommendation of the Mayor and vote of at least 6 members of Council.

Section 6. Consistent with City Code § 1:171, the Mayor shall notify City Council of the expiration of a member'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 Board 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.

Section 8. Members are expected to attend regularly scheduled meetings and to notify the Chair in advance if they expect to be tardy or absent. If a member misses more than 3 regularly scheduled meetings in a 12-month period, the Chair shall notify the Mayor and may recommend removal of the member.

Section 9. Consistent with City Code § 1:171, a member of the Board may be removed by for cause by City Council.

Article V Ethics and Conflicts of Interest

Section 1. A member of the Board shall abstain from discussion or voting on any matter where that member 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. Discussing, voting on, or otherwise acting on a matter in which a member or any member of his/her immediate family, his/her partner, or an entity with whom the member has family or business ties has a direct financial or beneficial interest.
- b. Discussing, voting on, or otherwise acting on a matter involving work on property which is owned by that member or which is adjacent to property owned by that member.
- c. Discussing, voting on, or otherwise acting on a matter where the member's employee or employer is an applicant or agent for an applicant, or has a direct financial or beneficial interest in the outcome.

Section 2. A member of the Board shall neither solicit nor accept gratuities, favors, or anything of monetary value from entities in a position to benefit from a decision of the Board.

Section 3. A member of the Board shall not obtain, for himself/herself or for any person with whom he/she has business or family ties, any financial or beneficial interest in a matter which may be affected by a decision of the Board. This restriction shall apply during the member's tenure on the Board and for one year thereafter.

Section 4. A member of the Board shall disclose the general nature of any potential conflict, real or apparent, and, except where it violates a confidence, shall disclose all pertinent facts relating to the conflict. These disclosures shall be made prior to discussion and voting, where possible, and shall be recorded in the minutes of the proceedings. The member may then abstain from discussion and voting on the matter.

Section 5. A member who cannot vote due to a conflict of interest shall, during deliberation of the matter before the Board, leave the meeting or the area where the members sit until action on the matter is concluded.

Section 6. Where a question has arisen as to whether a member is ineligible to participate in discussion or vote on a matter because of a conflict of interest, the Board may determine that the member is ineligible due to a conflict of interest by a vote of a majority of the other members. Upon such a determination, the ineligible member shall not participate in discussion or vote on the matter.

Section 7. Members of the Board shall complete an annual disclosure of organization affiliations and shall update this disclosure in writing at any time during the year when such affiliations change.

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

Section 9. A member shall not be heard before the Board as a petitioner, representative of a petitioner, or as a party interested in a petition during the member's term.

Section 10. The Board or individual members shall not intrude into the management of the Planning and Development Services Unit or into those matters which are handled administratively within the service unit.

Section 11. Members 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 Board shall be a Chair and Vice-Chair. The officers shall be elected by secret ballot each year from among the members of the Board. The officers shall be elected for a 1-year term by a majority of the voting members currently serving on the Board. No member shall serve more than 3 consecutive full terms in the same office. The term of each officer shall run from July 1 to June 30 of the following year.

Section 2. The Chair shall preside at all meetings and shall decide points of order and procedure, subject to the provisions of these bylaws. The Chair shall have the privilege of discussing and voting on all matters before the Board. 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 member may hold more than 1 office at a time.

Article VII Meetings

Section 1. The Board shall schedule regular monthly meetings. Consistent with the Open Meetings Act MCL § 15.265, the entire schedule of regular meetings for the upcoming year shall be posted within 10 days after approval at the first meeting of the year. A change in the schedule of regular meetings must be approved by the Board, and notice of the change shall be posted within 3 days after the meeting at which the change is approved.

Section 2. Special meetings may be called by the Chair or by a concurring vote of a majority of the members currently serving on the Board. The purpose of the special meeting shall be stated in the public notice for that meeting. At the special meeting, the Board may not conduct any business beyond the specific purpose stated in the public notice, except by unanimous consent of the members present. Consistent with the Open Meetings Act MCL § 15.265, public notice of the special meeting shall be posted at least 18 hours prior to the scheduled starting time.

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

Section 4. Public notice of committee meetings shall be posted at least 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 members of the Board at least 48 hours prior to the scheduled starting time for all regular and special meetings and at least 18 hours prior for all rescheduled and committee meetings.

Section 7. The Chair may cancel a meeting if there is no business on the agenda or if it is clear that a quorum will not be present. The Chair may also cancel a meeting due to weather, emergency, or other circumstances that may substantially limit the ability of members of the Board or the public to attend. The Chair shall give notice of cancellation to members of the Board and to the Service Area Staff responsible for the Board at least 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 meetings shall be posted at least 18 hours prior to the scheduled starting time.

Section 8. A majority of all members currently serving on the Board shall constitute a quorum. The concurring vote of a majority of all members currently serving on the Board is required for the Board to pass any motion. The right to vote is limited to members of the Board actually present at the time the vote is taken at a lawfully called meeting. A member who is not eligible to vote on a matter because of a conflict of interest shall not be counted in establishing a quorum for that matter.

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.

Section 10. The Board shall arrange to keep minutes of all regular and special meetings of the Board, which shall be a record of the Board's consideration and actions, and which shall include at a minimum a list of those members present and not present at each meeting; identifying information, where given, of all persons appearing before the Board; a copy of each resolution or other matter acted upon by the Board and a description of the outcome of each action. The minutes shall be filed in the Planning and Development Services Unit and shall be a public record.

Section 11. Consistent with City Council Resolution R-642-11-91, all meetings of the Board shall be open to the public in the spirit of section 3 of the Open Meetings Act. Closed sessions may be called for purposes listed in the Open Meetings Act.

Section 12. Public comment shall be allowed at all meetings. An individual may speak for up to 2 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.

Article VIII Agenda and Order of Business

Section 1. The agendas for each meeting of the Board shall be developed by the Chair and Planning Manager or other delegated staff member. Agendas for all regular meetings shall be made available to the public and other members of the Board at least 48 hours before the meeting's scheduled starting time.

Section 2. The order of business at regular meetings shall be as follows. The order of business may be suspended or modified by a majority vote of those members present.

- a) Roll Call
- b) Approval of Agenda
- c) Approval of Minutes of Previous Meetings
- d) Regular Business
- e) Communications
- f) Public Comment
- g) Adjournment

Article IX. Committees

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

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

Article X. Parliamentary Authority

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

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

Article XI. Amendment of Bylaws

Section 1. Amendments to these bylaws may be approved at any regular meeting by a two-thirds vote of all voting members currently serving on the Board. Proposed amendments must have been submitted in writing at the previous regular meeting to be considered. Proposed amendments must be submitted to the Office of the City Attorney for review and amendments approved by the Board shall not be effective until approved by City Council, which shall have final discretion to modify these bylaws.

Section 2. These bylaws shall be reviewed by the Board for possible amendment each June.

Article XII. Miscellaneous

Section 1. At the discretion of the City Administrator, or as otherwise mandated by City Council, the staff of the Planning and Development Services Unit shall be the primary provider of administrative support and professional advice to the Board and the Planning

Manager or their designee shall be the primary liaison between the Board and staff.

Section 2. The Ann Arbor City Attorney's Office shall be the legal consultant to the Board.

Adopted by the Board on May 15, 2013
[Reviewed May 21, 2014-](#)