



Commission approval date: \_\_\_\_\_  
City Council approval date: \_\_\_\_\_

## BYLAWS OF THE COUNCIL OF THE COMMONS

### Article 1 NAME

The name of this commission is the Ann Arbor ~~Center of the City~~--Council of the Commons ("COC").

Response: Bylaws revised.

### Article 2 ENABLING AUTHORITY

The COC was established by resolution #20-1478 of the Ann Arbor City Council on February 1, 2021.

Response: Bylaws revised.

### Article 3 PURPOSE, OBJECTIVES, AND DUTIES

3.1 The COC is an advisory body to City Council and the City Administrator that will build upon the work of the Center of the City Task Force by providing written recommendations annually, ~~at minimum~~, on such subjects as funding ~~needs, an~~ operations, ~~physical development~~ and maintenance ~~model~~, and ~~the role-proposed work~~ of the Council of the Commons.

Response: The City Council resolution of February 1, 2021 (R-21-044) restating the purpose and membership controls, and sets the number at 13.

3.2 ~~The COC is responsible to the City Council. The COC is-~~ As an advisory body the COC ~~and~~ is limited to performing the tasks enumerated in its enabling resolution or further ordinance, ~~these bylaws~~, and otherwise delegated to it by ~~resolution of the City Council. By City Council resolution.~~ These bylaws guide the work of the COC.

Response: These are standard bylaws provisions.

### Article 4 MEMBERSHIP

4.1 While these bylaws establish no limit to the number of appointed members in the future, at formation, the Council of the Commons ~~shall have 13 members consisting of:~~ shall consist of 13 members:

Response: The City Council resolution of February 1, 2021 (R-21-044) restating the purpose and membership controls, and sets the number at 13.

- (1) The City Administrator, or ~~their~~-designee, as a non-voting member;

- (2) 12 voting members, affirmed by City Council and appointed to 2-year terms unless otherwise stated:
- (a) 4 citizens-at-large nominated by ~~the~~ City Council members serving on the Council of Commons;
  - (b) One Park Advisory Commission member recommended by the Park Advisory Commission;
  - (c) One City Planning Commission member recommended by the City Planning Commission;
  - (d) Two members of the Community Commons Initiating Committee nominated by the Community Commons Initiating Committee;
  - (e) Two members of the Library Green Conservancy nominated by the Library Green Conservancy; and
  - (f) Two members of the City Council appointed by the City Council for a one-year term in the same manner as City Council appointments to other City boards and commissions.

4.2 Members recommended by other City boards or commissions shall continue to serve until they are no longer members of the recommending board or commission or until the board or commission recommends a different member.

4.3 All members of the COC serve without compensation.

4.4 Consistent with City Charter § 12.2, each member of the COC shall be a registered elector of the City of Ann Arbor at the time of appointment, unless this requirement is waived by a resolution concurred in by at least 7 members of City Council.

4.5 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.

4.6 Consistent with City Code § 1:171, any vacancy on the COC 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.

4.7 Members are expected to attend regularly scheduled meetings and to notify the Chair and staff liaison in advance if they expect to be tardy or absent. If a member misses more than 3 regularly scheduled meetings **without notice or explanation** in a 12 month period, the Chair shall notify the Mayor and may recommend removal of the member.

**Response: It is standard to notify regardless of reason, as even excused absences can make it difficult to conduct commission business. The notification need not recommend removal.**

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

## **Article 5**

### **ETHICS AND CONFLICTS OF INTEREST**

5.1 A member of the COC shall abstain from discussion or voting on any matter in which that member has 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:

- (1) Discussing, voting on, or otherwise acting on a matter in which a member or any person in the member's immediate family, the member's partner, or an entity with whom the member has family or business ties has a direct financial or beneficial interest.
- (2) Discussing, voting on, or otherwise acting on a matter when 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.

5.2 A member of the COC shall not solicit or accept gratuities, favors, or anything of monetary value from persons or entities in a position to benefit from a decision of the COC.

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

5.4 A member of the COC shall disclose the general nature of any potential conflict, real or apparent, and, except when it violates a confidence, shall disclose all pertinent facts relating to the potential conflict. These disclosures shall be made prior to discussion and voting when possible and shall be recorded in the minutes of the proceedings. If the member believes that the potential conflict warrants abstention, the member may abstain from discussion and voting on the matter.

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

5.6 When 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 COC may determine that the member is ineligible due to a conflict of interest by a vote of a majority of the other members present. Upon such a determination, the ineligible member shall not participate in discussion or vote on the matter.

5.7 Members of the COC shall complete an annual disclosure of organization affiliations that could conceivably present a conflict of interest and shall update this disclosure in writing at any time during the year when such affiliations change.

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

5.9 To maintain public confidence in the objectivity of the COC and to avoid the appearance of bias or prejudice, a member shall not speak or appear before the COC on behalf of or as a representative of a potential or actual petitioner. A member should avoid speaking or appearing before another entity on behalf of or as a representative of a potential or actual petitioner

and shall inform the COC and recuse themselves from such a petition if the member does so. Outside of a COC meeting, a member shall not advise an actual or potential petitioner regarding a petition, except to inform the petitioner of factual procedures of the COC. This section does not preclude a member from discussing a petition within the scope of the COC's duties at a COC meeting.

5.10 Members of the COC shall communicate with City staff through the COCs designated staff liaison, unless otherwise authorized by the City administration, and shall follow applicable City administrative policies.

5.11 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. Members shall be respectful of other members, the public, petitioners, and City staff. [Similar language should be incorporated in Rules, with a few specific examples or guidelines]

Response: There are no additional rules beyond these bylaws.

## **Article 6 OFFICERS**

6.1 The officers of the COC shall be a Chair and Vice-Chair. The officers shall be elected each year from among the voting members of the COC. The officers shall be elected for a one-year term by a majority of the voting members currently serving on the COC. No member shall serve more than three consecutive full terms in the same office. The term of each officer shall run from [first day of first month of the board's "organizational year" to last day of last month of "organizational year"] of the following year. Elections of officers shall be held no later than the month before officers' terms expires of each year.

6.2 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 ensure that all meetings are conducted in an efficient and respectful manner. The Chair shall have the privilege of discussing and voting on all matters before the COC. The Vice-Chair shall assume the duties of the Chair in the Chair's absence.

6.3 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.

6.4 No member may hold more than one office of the COC at the same time.  
Response: Bylaws revised.

## **Article 7 MEETINGS**

7.1 The COC shall schedule regular meetings. The entire schedule of regular meetings for the upcoming year shall be posted within ten days after the first meeting of the year. A change in the schedule of regular meetings must be approved by the COC and notice of the change shall be posted within three days after the meeting at which the change is approved.

[Is the location of the post known or identified elsewhere?]

Response: Schedules are posted in accordance with the Open Meetings Act, currently in City Hall and on the City website.

7.2 Special meetings may be called by the Chair or by the written concurrence of three voting members. Public notice of the special meeting shall be posted at least 18 hours prior to the scheduled starting time. Except when the special meeting is a rescheduled regular meeting, the purpose of the special meeting should be stated in the public notice and the COC should not conduct any business beyond the purpose stated in the public notice, except by unanimous consent of the voting members present.

7.3 The COC may hold nonvoting working meetings to carry on the work of the COC. Public notice of the working meeting shall be posted at least 18 hours prior to the scheduled starting time.

7.4 Public notice of regularly scheduled committee meetings shall be posted in the same manner as the schedule of regular COC meetings. Public notice of nonregularly scheduled or special committee meetings shall be posted at least 18 hours prior to the scheduled starting time. [cf. 9.2]

7.5 Public notice of all meetings shall be posted at City Hall or at any location designated by the City Administrator or City Council. [Perhaps the location can be in Rules?]

7.6 When practicable, meetings shall be scheduled to allow the staff liaison to provide notice to all members of the COC at least 48 hours in advance.

7.7 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 cancel a meeting due to weather, emergency, or other circumstances that may substantially limit the ability of members of the COC or the public to attend. The Chair shall give notice of cancellation to members of the COC and the staff liaison as soon as possible and at least 2 hours prior to the scheduled meeting time, when practicable. The staff liaison shall post public notice of the cancellation as soon as practicable. Cancelled regular meetings may be rescheduled in the same manner as special meetings.

7.8 The presence of ~~7~~ a simple majority of voting members shall constitute a quorum. The concurring vote of a majority of all members present and eligible to vote is required for the COC to act. The right to vote is limited to members of the COC actually or, by authorization, virtually 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.

Response: Standard quorum is greater than 1/2 of the maximum voting members on the body, rather than of those appointed. Virtual participation would be determined by the Open Meetings Act and City policies rather than the bylaws.

7.9 Voting shall be by voice or a show of hands. The Chair shall declare the outcome of each vote. If the vote is not unanimous, any voting member may request a roll call vote, which shall be taken and recorded in the minutes.

7.10 ~~The Staff liaison~~, shall keep minutes of all regular and special meetings in accordance with City administrative policies and direction.

Response: Bylaws revised.

7.11 All meetings of the COC 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.

7.12 Public comment shall be allowed at all meetings. An individual may speak for up to two minutes on any item open for public comment. The Chair may extend an individual's speaking time in the Chair's discretion. Public comment on non-agenda items may be limited in the Chair's discretion. [Further guidance should be included in Rules to reinforce the Chair's discretion, so that accommodations for longer comments or presentations, if accepted, can be made in advance through agenda development.]

Response: There are no additional rules beyond these bylaws, but the COC can always amend an agenda to allow additional public comment.

## **Article 8 AGENDA AND ORDER OF BUSINESS**

8.1 An agenda for each meeting of the COC shall be developed by the Chair and the staff liaison in consultation with members of the Commission as needed. To the extent practicable, agendas, resolutions, and materials for all regular meetings shall be made available to the public and members of the COC at least 48 hours before the meeting's scheduled starting time.

8.2 The order of business at regular meetings shall generally be as follows. When setting the agenda, the order of business may be adjusted by the Chair or staff liaison. The order of business may also be suspended or modified by a majority vote of those members present.

- (1) Call to Order
- (2) Roll Call
- (3) Approval of Agenda
- (4) Approval of Minutes
- (5) Public Comment
- (6) Regular Business
- (7) Communications
- (8) Adjournment

## **Article 9 COMMITTEES AND WORK GROUPS**

9.1 The COC may create standing or special committees to assist in the work of the COC. Standing committees may, but need not be, described in the bylaws. Each committee shall

include at least 1 member of the COC and may include nonmembers in the COC's discretion. Members of committees shall be appointed by the Chair and approved by the COC. Prior to creating a committee, the Commission shall consult with City staff to review the necessity of the committee and whether adequate resources exist to support the committee.

9.2 Each committee should have clearly defined tasks, preferably in writing, and, except for standing committees, should have a specific timeframe in which to perform their delegated tasks. Committees shall be limited to performing the tasks delegated to them by the COC and shall report to the COC. Committees are subject to applicable City administrative policies and procedures. [This should concord with 7.4]

9.3 The COC may also create work groups or designate certain members to perform research or develop recommendations on specific topics without creating a committee. Such work groups are not required to post public notice.  
Response: This would be determined by the Open Meetings Act and City policies rather than the bylaws.

## **Article 10 PARLIAMENTARY AUTHORITY**

10.1 The rules contained in Rosenberg's Rules of Order or the most current edition of Robert's Rules of Order Newly Revised shall guide the COC; however, parliamentary procedure shall be flexible and may be adjusted in the Chair's discretion to best serve the needs of the COC. Nevertheless, all parliamentary procedures must be consistent with these bylaws and applicable City policies.  
Response: The City standard is Robert's Rules to ensure common reference, however a chair can use principles from other parliamentary procedures in their discretion.

10.2 The COC shall not adopt or follow any operating rules, regulations, guidelines, or procedures not expressly prescribed by these bylaws. [May we not compose reinforcing Rules for COC in addition to following those prescribed?]  
Response: There are no additional rules beyond these bylaws.

## **Article 11 AMENDMENT OF BYLAWS**

11.1 Amendments to these bylaws may be approved at any regular meeting by a two-thirds vote of all voting members currently serving on the COC. 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 prior to adoption by the COC. After adoption by the COC, the bylaws are not effective until approved by City Council.  
[Is the vote the same as "adoption" or must the Attorney review prior to the vote?]  
Response: Vote to approve is adoption. If changes are desired from the bylaws presented initially, they must come back to the Attorney's Office for review prior to final approval by the COC.

11.2 These bylaws shall be reviewed annually by the COC for possible amendment.

## **Article 12 MISCELLANEOUS**

12.1 The City Administrator shall designate a staff member to be the liaison between the COC and City staff. The City Administrator has final discretion regarding staffing.

12.2 The Ann Arbor City Attorney's Office shall be the legal consultant to the COC. [Will the City Attorney's Office consult on potential "land swaps," revenue sharing proposals, public-private partnerships or other ideas with legal components?]

Response: The Attorney's Office will assist and advise as needed, however if the request involves substantial resources, City Council may need to approve the work.