



## **BYLAWS OF THE ANN ARBOR PUBLIC ART COMMISSION**

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### **Article 1 NAME**

The name of this commission is the Ann Arbor Public Art Commission ("Commission").

### **Article 2 ENABLING AUTHORITY**

The Ann Arbor Public Art Commission was established by Section 1:238 of Chapter 8 of Title I of the City Code. Its purpose and duties are included in the City's Public Art Ordinance, Chapter 24 of Title I of the City Code. Section 1:238 and Chapter 24 both were adopted by the City Council November 5, 2007, effective November 21, 2007.

### **Article 3 PURPOSE, OBJECTIVES, AND DUTIES**

3.1 The purpose of the Commission is to serve as the oversight body for the City's Public Art Ordinance as provided in Section 1:838 and elsewhere in Chapter 24 of the City Code. The Commission is responsible to the Public Services Area Administrator, the City Administrator and/or Mayor and City Council as provided in Chapter 24 of the City Code.

3.2 The Commission is an advisory body and is limited to performing the tasks enumerated in Chapter 24 of the City Code, these bylaws or otherwise delegated to it by City Council. By Chapter 24 of the City Code, the Commission is charged with the following powers and duties:

- (A) Develop guidelines, subject to the approval of City Council, to implement the provisions of this chapter, including procedures for soliciting and selecting public art and for determining suitable locations for public art;
- (B) By February 1 of each year, submit to City Council a plan detailing potential projects and desirable goals to be pursued in the next fiscal year, including enhanced projects and any proposed expenditure of donated, grant, or other funds. The plan shall also include a recommendation as to which projects from the current Capital Improvements Plan are appropriate for designation as enhanced projects;
- (C) Work with city staff to determine which capital improvement projects are appropriate for designation as an enhanced project and what type and amount of public art may be appropriate for such projects;
- (D) Make recommendations, subject to the approval of the City Administrator, regarding

disbursement of public art funds to acquire, produce, install, maintain, alter, relocate or remove public art;

- (E) Raise funds above and beyond the funds for public art that are included as part of an enhanced project, interact with donors of funds or art works on behalf of the city, and foster public/private partnerships to support public art;
- (F) Promote awareness of public art;
- (G) Present an annual report to City Council within 60 days after the end of each fiscal year containing:
  - (a) A report on the status of all public art incorporated into or funded by capital improvement projects in progress or completed during the preceding fiscal year;
  - (b) A maintenance report on each work of public art presently under City management detailing maintenance costs for the preceding fiscal year, anticipated maintenance costs for the next fiscal year, and any significant future maintenance concerns, including prioritized recommendations for the maintenance, repair or renovation of particular works;
  - (c) A review of the City's public art with regard to the purposes stated in Chapter 24 of the City Code;
  - (d) A report on the Commission's efforts to promote awareness of public art;
  - (e) A report on donations of art and where such art was placed;
  - (f) A report on additional funds raised and how such funds were used; and
  - (g) Any other matter of substantial financial or public importance relating to the public art in the City.
- (H) Perform any related duty delegated by City Council;
- (I) Provide advice to and assist both potential donors of art and other governmental entities regarding possible public locations for placement of art when such art cannot be placed on any City property or incorporated into a capital project of the City.
- (J) For art proposed under Chapter 24, seek public input through the City's public engagement process. This process may include, but is not limited to, electronic messages to registered neighborhood associations, public meetings, forums, workshops online or other surveys, and A2 Open City Hall; and
- (K) For architectural enhancements proposed under this chapter, work collaboratively with planning staff, project management staff, systems planning staff, the City Administrator, and the Chief Financial Officer, as appropriate, to develop concepts for those enhancements, which shall be submitted to City Council as part of the Capital Improvement budget process.

3.3 The Commission does not have authority to enter into contracts or otherwise

create a contractual obligation for the City. The selection of public works of art, artists and contractors to design, create, maintain or perform work otherwise related to public works of art, and all contracts for such works of art and work, shall be done and awarded in accordance with City Charter, City Code and City policies and procedures governing the award of contracts.

#### **Article 4 MEMBERSHIP**

4.1 The Commission consists of nine voting members nominated by the Mayor and approved by City Council. The City Administrator or her/his designee is a nonvoting, ex-officio member. Appointments of the voting members shall be made from candidates who have the following expertise or affiliation:

- (1) Persons who, insofar as possible, have experience and/or an interest in the placement, creation, or design of public art.

4.2 All members of the Commission, including members of its subcommittees, shall serve without compensation.

4.3 Each voting member is appointed to a three-year term. Appointments are staggered so that one third of the voting members' terms expire each year.

4.4 Consistent with City Charter § 12.2, each member of the Commission 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 seven members of City Council.

4.5 Consistent with City Code Section 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 six members of Council.

4.6 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.

4.7 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.

4.8 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 three regularly scheduled meetings in a 12 month period, the Chair shall notify the Mayor and may recommend removal of the member.

4.9 Consistent with City Code § 1:171, a member of the Commission may be removed for cause by the Mayor with the approval of City Council.

**Article 5**  
**ETHICS AND CONFLICTS OF INTEREST**

5.1 A member of the Commission 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 involving work on property which is owned by that member or which is adjacent to property owned by that member.
- (3) 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 Commission 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 Commission.

5.3 A member of the Commission 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 Commission. This restriction shall apply during the member's tenure on the Commission and for one year thereafter.

5.4 A member of the Commission 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 then 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 Commission, 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 Commission 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 Commission 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 Commission without authorization from the Commission or the Chair. When communicating for personal purposes on matters that may relate to the Commission's business, members shall clearly indicate that their statements are made in a personal capacity and do not necessarily reflect the views of the Commission. Whenever a member is asked to speak on behalf of the Commission, the member shall seek permission of the Commission or the Chair in advance.

5.9 To maintain public confidence in the objectivity of the Commission and to avoid the appearance of bias or prejudice, a member shall not speak or appear before the Commission 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 Commission and recuse themselves from such a petition if the member does so. Outside of a Commission meeting, a member shall not advise an actual or potential petitioner regarding a petition, except to inform the petitioner of factual procedures of the Commission. This section does not preclude a member from discussing a petition within the scope of the Commission's duties at a Commission meeting.

5.10 Members of the Commission shall communicate with City staff through the Commission's 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.

## **Article 6 OFFICERS**

6.1 The officers of the Commission shall be a Chair and Vice-Chair. The officers shall be elected each year from among the voting members of the Commission. The officers shall be elected for a one-year term by a majority of the voting members currently serving on the Commission. No member shall serve more than three consecutive full terms in the same office. The term of each officer shall run from the date of the Commission's regular meeting in January to the date of the Commission's regular meeting in January of the following year. Elections of officers shall be held no later than the month before the officers' terms expire.

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 Commission. 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 at the same time.

## **Article 7 MEETINGS**

7.1 The Commission shall schedule regular meetings at least six times per year (every other month). 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 Commission and notice of the change shall be posted within three days after the meeting at which the change is approved.

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 Commission 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 Commission may hold nonvoting working meetings to carry on the work of Commission. 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 Commission meetings. Public notice of nonregularly scheduled or special committee meetings shall be posted at least 18 hours prior to the scheduled starting time.

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.

7.6 When practicable, meetings shall be scheduled to allow the staff liaison to provide notice to all members of the Commission 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 Commission or the public to attend. The Chair shall give notice of cancellation to members of the Commission and the staff liaison as soon as possible and at least two 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 five voting members shall constitute a quorum. The concurring vote of the majority of all members present and eligible to vote is required for the Commission to act. The right to vote is limited to members of the Commission 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.

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 Commission shall keep minutes of all regular and special meetings of the Commission in accordance with City administrative policies and direction.

7.11 All meetings of the Commission shall be open to the public and conducted in accordance with the Michigan Open Meetings Act. Closed sessions may be called for purposes listed in the Open Meetings Act. Consistent with City Council Resolution R-642-11-91, all meetings of the Commission's committees and subcommittees shall be open to the public in the spirit of section 3 of the Open Meetings Act.

7.12 Public comment shall be allowed at all meetings. An individual may speak for up to three 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.

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

8.1 An agenda for each meeting of the Commission 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 Commission 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. 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 of Previous Meetings
- (5) Public Comment
- (6) Regular Business
- (7) Communications
- (8) Adjournment

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

9.1 The Commission may create standing or special committees to assist in the work of the Commission. Standing committees may, but need not be, described in the bylaws. Each committee shall include at least one member of the Commission and may include nonmembers

in the Commission's discretion. Members of committees shall be appointed by the Chair and approved by the Commission.

9.2 The Commission may also create work groups or designate certain members to perform research or develop recommendations on specific topics without creating a committee. 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.

9.3 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 Commission and shall report to the Commission. Committees are subject to applicable City administrative policies and procedures. Consistent with City Code § 1:238(2)(C), all recommendations to the City Council shall be made by the Commission and not by a subcommittee of the Commission.

## **Article 10 PARLIAMENTARY AUTHORITY**

10.1 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, all parliamentary procedures must be consistent with these bylaws and City policies.

10.2 The Commission shall not adopt or follow any operating rules, regulations, guidelines, or procedures not expressly prescribed by 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 Commission. 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 Commission. After adoption by the Commission, the bylaws are not effective until approved by City Council.

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

## **Article 12 MISCELLANEOUS**

12.1 The City Public Services Area shall be the primary provider of administrative support and professional advice to the Commission and shall designate a staff member to be the liaison between the Commission 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 Commission.