



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

## **SUSTAINABILITY COMMISSION BYLAWS**

---

### **Article 1 NAME**

The name of this commission is the City of Ann Arbor Sustainability Commission ("Commission").

### **Article 2 ENABLING AUTHORITY**

The Commission was established by ordinance of the Ann Arbor City Council on June 16, 2025. Section 1:237 of City Code.

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

- 3.1 The purpose of the Commission is to advise City Council and the City Administrator on the City's sustainability goals, including A2ZERO goals and efforts to achieve carbon neutrality City-wide by 2030, and on the protection and enhancement of our air, water, land, and public health. The Sustainability Commission does not have any regulatory authority and shall not involve itself in individual site development reviews, unless its opinion is requested by City Council through a Council resolution. The creation of this commission shall in no way be interpreted as diminishing the role, responsibilities, or charge of any City staff or board, commission, task force, or committee, including the Planning Commission, Transportation Commission, and Park Advisory Commission.
- 3.2 The Sustainability Commission's work shall be guided by an annual work plan provided by the City Office of Sustainability and Innovations in coordination with the Public Services Area. The work plan will set the specific, annual goals of the Sustainability Commission, with clear metrics established to not only determine progress towards these goals but also articulate how success for each metric will be determined. The Sustainability Commission will produce an annual progress report for City Council on its implementation of the work plan. The Sustainability Commission shall have the following purposes as necessary to implement the work plan:
  - (a) To advise the City Council and City Administrator on sustainability policies and practices that affect the City or its residents, and ways to engage the public on sustainability matters and encourage public action to further City sustainability goals, including A<sup>2</sup>ZERO goals.
  - (b) To advise the City Council and City Administrator on all solid waste policy and practices including the reduction, reuse, recycling, and proper disposal of solid waste, plus development of the circular economy.

- (c) To advise the City Council and City Administrator on environmental risk and pollution issues, including community right-to-know, emergency planning, pesticide and herbicide use and policies, pollution prevention, air and water pollution, indoor air quality, worker health and safety, environmental remediation and restoration, and environmental impact of City procurement policies.
- (d) To advise the City Council and City Administrator on drinking water, water reclamation, water quality, flooding, and stormwater policy and practices, including water treatment, wastewater treatment, Huron River water quality, protection, restoration, and improvement of Huron River tributaries.
- (e) To advise the City Council and City Administrator on effective advocacy for the City in regional, state, and federal environmental matters.
- (f) To advise the City Council and City Administrator on enhancing active involvement of local community members in ensuring wise stewardship of the City's natural resources, now and in the future, through education, volunteerism, public/private partnerships, and incentive programs.
- (g) To consult with City staff involved in sustainability matters through the City staff liaison.
- (h) To perform tasks as directed by resolution of the City Council.

## **Article 4**

### **MEMBERSHIP**

4.1 The Commission has 13 voting members and 3 nonvoting members, consisting of:

- (a) Two non-voting members of the City Council appointed by resolution of the City Council to 1-year terms. A City Council member shall cease to be a member of the Sustainability Commission if they cease to be a member of the City Council.
- (b) Eleven voting members nominated by the City Council members serving on the Sustainability Commission and appointed by resolution of the City Council to 3-year terms; a member appointed under this subsection who has served on the commission continuously for 6 years shall not be eligible for reappointment to the commission until 3 years have elapsed from the date the member's tenure has ended
- (c) Two voting youth members nominated by the City Council members serving on the Sustainability Commission and appointed by resolution of the City Council to 1-year terms.
- (d) The City Administrator shall be a nonvoting member of the Sustainability Commission and shall provide adequate support staffing to the Sustainability Commission.

4.2 Members of the Commission shall be appointed to staggered terms, so that approximately one third of the members with 3-year terms expire each year. In making appointments, City Council shall appoint persons who, insofar as possible, have an interest in protecting and enhancing the well-being of the environment and public health of the community.

- 4.2 All members of the Commission serve without compensation.
- 4.3 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 7 members of City Council.
- 4.4 Consistent with City Code § 1:237(4), no member of the Commission shall hold over for more than 60 days beyond their term, whether or not a successor has been appointed, except that City Council may extend the member's term for periods of 90 days upon the vote of at least 6 members of City Council.
- 4.5 Consistent with City Code § 1:237(4), the City Clerk or designated support staff for the Sustainability Commission shall notify City Council at least 30 days prior to the expiration date of the term of office of any person serving a 3-year term on the Sustainability Commission. The City Council members serving on the Sustainability Commission shall submit all proposed reappointments to City Council no later than 60 days after the expiration date of the term.
- 4.6 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.
- 4.7 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 in a 12-month period, the Chair shall notify the City Council members of the Commission and may recommend removal of the member.
- 4.8 Consistent with City Code § 1:171, a member of the Commission may be removed for cause by City Council.
- 4.9 Consistent with City Code § 1:171, when one or more City Council members are appointed as members of or liaisons to a board or commission, the board or commission shall designate a group consisting of the City Council members and one or more voting members of the board or commission to review applications for membership on the board or commission. This group may submit recommendations for appointments to City Council from among the applications reviewed.

## **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 an actual 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 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 1 year thereafter.
- 5.4 A member of the Commission shall disclose the general nature of all potential conflicts of interest, 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 recusal, 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 and voting on the matter by 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. The disclosure shall be provided to the staff liaison.
- 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.
- 5.10 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 and procedures.

- 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 to a 1-year term. No member shall serve more than 3 consecutive full terms in the same office. Elections of officers shall be held no later than the month before the officer's term expires.
- 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 1 office at the same time.

## **Article 7**

### **MEETINGS**

- 7.1 The Commission shall schedule regular monthly meetings. The entire schedule of regular meetings for the upcoming year shall be posted within 10 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 3 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 3 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 the 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 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 voting members shall constitute a quorum. The concurring vote of a majority of all members present and eligible to vote is required for the Commission to act. If the effective voting membership of the Commission is reduced because of a conflict of interest, a majority of the remaining voting members currently serving on the Commission shall be 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 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 (PA 267 of 1976), as amended. 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 shall be open to the public and conducted in accordance with the Michigan Open Meetings Act (PA 267 of 1976), as amended.
- 7.12 Public comment shall be allowed at all meetings. An individual may speak for up to 2 minutes on any item open for public comment. Public comment may be reduced to 1 minute per person if there are a large number of speakers. Public comment on non-agenda items may be limited or placed separately from other public comment on the agenda.

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

- 8.1 An agenda for each meeting of the Commission shall be developed by the staff liaison in consultation with the Chair or 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. However, when developing the agenda, the order of business may be adjusted at the determination of the staff liaison in consultation with the Chair. The order of business may also be suspended or modified at a meeting by a vote of the Commission.
- (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 WORKING GROUPS**

- 9.1 The Commission may create working groups consisting of a subquorum of the Commission's members or designate certain members to perform research or develop recommendations to bring to the Commission on specific topics under the work plan. To the extent possible, no more than four working groups should exist at any given time.
- 9.2 The Commission may create standing or special committees to assist in implementing the work plan. Standing committees may, but need not be, described in the bylaws. Each committee shall include at least 1 member of the Commission as chair and may include nonmembers in the Commission's discretion. Members of committees shall be appointed by the Chair and approved by the Commission. 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. Committees may be required to post notice and meet in public in accordance with City Council resolution R-642-11-91.
- 9.3 A liaison from City staff shall be assigned to each committee and working group by the Commission staff liaison. Those staff liaisons will attend committee or working group meetings, provide input as necessary, and keep the committee or working group up-to-date on City activities that pertain to the committee or working group's purview.
- 9.3 Working groups and committees should have clearly defined tasks and, except for standing committees, should have a specific timeframe in which to perform their delegated

tasks. Working groups and committees shall be limited to performing the tasks delegated to them by the Commission and shall report to the Commission. Working groups and committees are subject to applicable City administrative policies and procedures.

#### **Article 10**

##### **PARLIAMENTARY AUTHORITY**

- 10.1 The rules contained in the most 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 applicable 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 previously submitted in writing to the Commission 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 should be reviewed annually by the Commission for possible amendment.

#### **Article 12**

##### **MISCELLANEOUS**

- 12.1 The Public Services Area and Office of Sustainability and Innovations 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.