

BYLAWS OF THE CITY OF ANN ARBOR SUSTAINABILITY COMMISSION

Article 1

NAME

The name of the commission is the Sustainability Commission (“Commission”).

Article 2

AUTHORITY

The Commission was established by **XX** Ann Arbor City Code OR Ann Arbor City Council resolutions dated **XX**.

Article 3

PURPOSE, OBJECTIVES, AND DUTIES

- 3.1. Intent. The purpose of the Sustainability Commission is to advise the City Council and the City Administrator on the City’s sustainability goals, inclusive of 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 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 existing board, commission, task force, or committee including, but not limited to, the Planning Commission, Transportation Commission, and Park Advisory Commission.
- 3.2 Powers and duties. The Sustainability Commission’s work shall be directed 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 powers and duties 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, inclusive of A²ZERO 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 create committees to help conduct the work of the commission, as directed.
- (i) To have all other powers and duties granted by the City Council by resolution.

Article 4

MEMBERSHIP

- 4.1 The Sustainability Commission shall consist of 13 voting members and 3 nonvoting members as follows

- (a) Two non-voting members of the City Council appointed by resolution of the City Council for 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 for 3-year terms.
- (c) Two voting youth members between the ages of 16 and 25 nominated by the City Council members serving on the Sustainability Commission and appointed by resolution of the City Council for 1-year terms.
- (d) The City Administrator shall be a nonvoting member of the Commission and shall provide adequate support staffing to the Commission.

- 4.2 The initial membership shall consist of those members appointed to and serving on the Energy Commission and Environmental Commission as of June 1, 2025, with terms expiring as stated in their respective prior appointments. Going forward, members shall be appointed to staggered terms, so that approximately one third of the members with 3-year terms expire each year.

- 4.3 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.
- 4.4 All members serve without Compensation.
- 4.5 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.
- 4.6 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 3 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.
- 4.10 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 the Mayor, or to City Council for appointments made by 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 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 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.
- 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 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. Members shall send an email listing the potential conflict(s) of interest 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 City. 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 staff liaison 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 The Commission or individual members shall not intrude into matters that are handled administratively by the City. When communicating with City staff regarding Commission business, members of the Commission shall communicate 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 members of the Commission appointed by the City Council. Representatives of other City commissions shall not be eligible for election as officers. The officers shall be elected for a 1-year term. No member shall serve more than 3 consecutive full terms in an officer position.
- 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. The Chair shall:
- (a) Coordinate development of meeting agendas with the designated City support staff;
 - (b) Coordinate development of annual progress reports; and
 - (c) Work with the designated City support staff to select and orient new members.
- 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. 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.
- 7.2 The Commission shall schedule regular monthly meetings. 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 Commission and notice of the change shall be posted within 3 days after the meeting at which the change is approved.

- 7.3 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.
- 7.4 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.
- 7.5 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.
- 7.6 Public notice of all meetings shall be posted at City Hall or at any location designated by the City Administrator or City Council.
- 7.7 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.
- 7.8 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 Commission or the public to attend. The Chair shall give notice of cancellation to members of the Commission and the staff liaison 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.
- 7.9 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. 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.
- 7.10 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.
- 7.11 The Commission shall keep minutes of all regular and special meetings in accordance with City administrative policies and direction.

- 7.12 Consistent with City Council Resolution R-642-11-91, all meetings of the Commission and its committees 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.
- 7.13 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

OPERATING REQUIREMENTS OF COMMISSION AND COMMITTEES

- 8.1 On an annual basis or as needed, staff will recommend a list of high-priority sustainability initiatives where Commission input is desired in the form of a workplan. Input from the Commission will be considered. City Council will review and approve the workplan. The workplan will be presented to the Commission for implementation.
- 8.2 The Commission may create committees or working groups to assist in implementing the work plan. Committees can be established by a vote of the full Sustainability Commission, with each committee having a clear purpose, timeline for existence, and clear deliverable upon which the working group sunsets. While the committee would ideally be based on the workplan, the Commission can also recommend other topics so long as there is majority Commissioner support and staff capacity. To the extent possible, no more than four working groups should exist at any given time.
- 8.3 Committees shall be limited to performing the tasks delegated to them by the Commission. Members of working groups shall be appointed by the Chair and approved by the Commission. Each working group chair shall be a member of the Commission. The committee may contain other community members who shall be appointed for a time certain. Committees are required to be sub-quorum. Committees shall comply with Section 1:237(3)(n) of City Code, as amended.
- 8.4 Committees will be required to deliver regular status reports at Commission meetings so that the committee information is shared in a public format. The updates should be at least on a quarterly basis. Committees will sunset once the deliverable or purpose has been achieved.
- 8.5 A liaison from City staff shall be assigned to each Committee by the commission staff liaison. Committee staff liaisons will attend Committee/Work Group meetings, provide input as necessary, and keep the Committee up-to-date on City activities that pertain to the Committee or Work Group's purview.
- 8.6 The Commission may also create work groups or designate certain members to perform research or develop recommendations on specific topics without creating a committee.

Article 9

PARLIAMENTARY AUTHORITY

- 9.1 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.
- 9.2 The Commission shall not adopt or follow any operating rules, regulations, guidelines, or procedures not expressly prescribed by these bylaws.

Article 10

AMENDMENT OF BYLAWS

- 10.1 Amendments to these bylaws may be approved at any regular meeting by vote of two-thirds of the 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 amended bylaws are not effective until approved by City Council.

Article 11

MISCELLANEOUS

- 11.1 Public Services Area and the Office of Sustainability and Innovation shall be the primary providers 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.
- 11.2 The Ann Arbor City Attorney's Office shall be the legal consultant to the Commission.