

# BYLAWS FOR THE PROTECT AND PRESERVE SCOTTSDALE TASK FORCE

Adopted: February 8, 2023

## I. Purpose

### A. Establishment

The Protect and Preserve Scottsdale Task Force of the City of Scottsdale, Arizona (the "Task Force") was established pursuant to Resolution No. 12532, dated September 13, 2022 (the "Establishment Resolution"). Pursuant to the Establishment Resolution, the purpose and duties of the Task Force are to serve in an advisory capacity to City Council to develop a recommendation to City Council on a financial strategy to protect and preserve Scottsdale's open spaces and quality of life, through identifying and quantifying the unfunded needs for the protection, preservation and perpetual maintenance of the City's open spaces (e.g., Indian Bend Wash Greenbelt and McDowell Sonoran Preserve), public safety and other needs.

### B. Work Plan

The Task Force will follow the work plan adopted by City Council on January 10, 2023, pursuant to Resolution No. 12722, as may be amended. The Task Force is authorized to make minor changes to the Council-adopted work plan but any significant changes that alter the scope or intent of the work plan are subject to City Council review and approval. The City Treasurer and City Manager, in consultation with the City Attorney, shall determine whether a change is minor or significant.

## II. Organization

### A. Elections

The Task Force, at its first meeting, shall elect from its members a Chair and a Vice Chair from among its appointed members. The Chair and Vice Chair shall take office immediately upon the completion of nomination and voting. The term of office shall be until the Task Force is dissolved unless the officer resigns or is removed.

### B. Chair

The Chair shall preside at all meetings and hearings of the Task Force, decide all points of order or procedure, make periodic progress reports to City Council in coordination with the Staff Liaison, and perform any duties required by resolution or these bylaws.

### C. Vice Chair

The Vice Chair shall be the acting Chair and shall perform all duties of the office whenever the Chair is absent, is unavailable, or has declared a conflict of interest.

D. Removal, Vacancy

An officer may be removed from his or her officer position at any time by a vote of six or more Task Force members. Vacancies for Chair or Vice Chair created by any cause shall be filled for the unexpired term by a new election. Such election shall take place at the next regular or special Task Force meeting.

E. Candidacy for Elective Public Office

Any Task Force member shall resign from the Task Force prior to offering himself or herself for nomination or election to any salaried public office, including city, state, or federal offices. A Task Force member shall be deemed to have offered himself or herself for election upon the filing of a nomination paper pursuant to A.R.S. § 16-311, or making a public declaration of candidacy, whichever occurs first. A resignation must be made in writing and filed with the City Clerk and is effective upon filing.

F. Committees

A committee of the Task Force shall not be created unless authorized by the City Council prior to its creation. Any committee created following City Council authorization may include only members of the Task Force unless the City Council approves the appointment of a nonmember. Any such committee shall follow the Arizona Open Meeting Laws. These committees, if properly authorized, shall be empowered to meet with City staff, City Council, Parks and Recreation Commission, McDowell Sonoran Preserve Commission, or any other such official body, and shall make such reports to the Task Force as may be requested by a majority vote of the members of the Task Force. A quorum of any committee shall be a majority of the members of the committee.

G. Staff Liaison

The Task Force shall interact with City management and staff through a staff liaison. The Staff Liaison shall be the City Treasurer or other City staff member designated by the City Treasurer. It shall be the duty of the Staff Liaison to assist with official correspondence of the Committee, send out all approved Committee notices, publicly disseminate all agendas, take and distribute meeting minutes, perform all the customary duties of the office, and perform any other such administrative duties as shall be reasonably requested by the Committee.

H. Legal Counsel

The City Attorney or designated representative shall be the legal counsel for the Task Force.

I. Dissolution of Task Force

Pursuant to the Establishment Resolution, the Task Force shall make its recommendation to the City Council and shall be dissolved without further action when the City Council makes a decision on whether to send the sales tax question to the voters, unless otherwise directed by the City Council.

### III. Meetings

#### A. Regular Meetings

Regular meetings of the Task Force shall be held at such time and place as the Task Force in coordination with the Staff Liaison may from time to time prescribe. Meeting notices shall be posted at least twenty-four (24) hours prior to the scheduled meeting. If the Task Force desires to cancel a meeting, it may do so by a majority vote at a public meeting. When the Chair or Staff Liaison determines between public meetings that a meeting should be canceled for lack of quorum or other reason, a meeting may be canceled by posting notification of cancellation at least twenty-four (24) hours prior to the scheduled meeting. Required notices about meetings shall be made at legal posting sites in the City of Scottsdale as directed by the City Council.

#### B. Special Meetings

Special meetings for good cause may be held by the Task Force on call of its Chair or of a majority of its members as polled by City staff, or as scheduled by a majority of the members at any previous meeting. The manner of the call shall be noted in the minutes of the special meeting, and at least twenty-four (24) hours' notice of the meeting shall be given to each member. City staff shall receive at least forty-eight (48) hours' notice and shall post meeting notices at least twenty-four (24) hours before such meeting. When circumstances are believed to exist that would prevent a quorum from convening, the Staff Liaison may reschedule a special meeting to a time when a quorum would likely be available or cancel the special meeting.

#### C. Open Meeting Laws

All meetings of the Task Force and any Council-authorized committees shall be conducted in accordance with the provisions of the Arizona Open Meeting Laws.

#### D. Location of Meetings

The location of meetings shall be designated by the Staff Liaison.

#### E. Quorum

A quorum necessary for the transaction of business shall consist of a majority of the current members of the Task Force and shall include at least one (1) member from each geographical area (North, Central, and South). If there is a quorum, the business of the Task Force shall be transacted by the majority vote of members present and eligible to vote. Pursuant to *Robert's Rules of Order*, members who abstain from voting, or who do not vote, shall not be counted to determine the number of votes required to achieve a majority.

#### F. Member Attendance

If a member is unwilling or unable to serve, or is absent or tardy from three (3) consecutive meetings or four (4) meetings within a six-month period, then the Chair shall notify the Mayor or the Mayor's designee so that consideration of removal and replacement of the member may be scheduled for City Council action.

G. Tie Vote

If an agenda item receives a tie vote of the members present, the item is deemed to be denied. In the event of a tie vote, a member who voted in the negative may, in the same meeting, offer a motion to continue the item to a future meeting of the Task Force.

H. Conflict of Interest

Members of the Task Force shall comply with the State Conflict of Interest Law, Title 38, Chapter 3, Article 8, Arizona Revised Statutes and the City's Code of Ethical Behavior, Article II, Division 3 of the Scottsdale Revised Code.

I. Order of Business

The order of business shall at a minimum include the following, unless otherwise determined by the Chair and Staff Liaison:

1. Call to order
2. Roll call by City staff
3. Public comment
4. Approval of minutes of previous meeting
5. Agenda items
6. Adjournment

J. Robert's Rule of Order

Question of parliamentary procedure shall be decided on the basis of Robert's Rules of Parliamentary Procedure as a guideline, unless otherwise specified in these bylaws, statute, or resolution.

K. Member Conduct

A written code of conduct or ethics is not considered necessary for members of the Task Force beyond what is already required by law or City Code. Members are expected to treat each other, staff, and citizens with respect and civility in public meetings. Appropriate conduct includes following the bylaws of the Task Force. The Chair, after soliciting input from the Task Force, shall notify the City Council if a Task Force member engages in behavior considered to be inappropriate by the Chair and may recommend to City Council that the member be replaced.

#### **IV. Official Records**

A. Definitions

The official records shall include the Establishment Resolution, these bylaws and any amendments thereto, meeting minutes, and all findings, reports, correspondence, decisions, and other official actions or other items filed with or issued by the Task Force.

B. Agendas

The agenda for all regularly scheduled meetings shall be prepared by the Staff Liaison at least twenty-four (24) hours prior to any meeting and made available to the public. The agenda and public notice shall be in accordance with all Arizona

Open Meeting Laws. The Chair and the Staff Liaison will select items for the meeting agenda.

C. Minutes; Recording of Votes

Minutes shall be kept for all meetings of the Task Force and shall describe all legal actions proposed, discussed, or taken, including a record of how each member voted. The minutes shall also include the names of the members who propose each motion and the names of the persons, as given, who make statements or present material to the public body and a reference to the legal action about which they made statements or presented material. A member's declaration of a conflict of interest and related election to not participate in the discussion or vote on an agenda item shall be recorded in the minutes. The Task Force will review and approve minutes of the previous meeting at the next regular meeting, when feasible.

D. Public Record

The official records of the Task Force shall be public records open to public inspection during normal City working hours, except as otherwise provided by law.

**V. Communications by Task Force**

A. Written Communications

All written communications to City Council and other official bodies, individuals, and outside groups shall be sent over the signature of the Chair or, if the Chair is not available, then over the signature of the Vice Chair of the Task Force, or the Staff Liaison. The Chair shall send a copy of all such communications to the Staff Liaison to be retained as part of the official record.

B. Public Representations, Presentations, and Communications

The Chair is the designated spokesperson for the Task Force for public comment by the Task Force on topics within the purpose and duties of the Task Force. The Chair will include the Staff Liaison in such contacts or inform the Staff Liaison prior to making such contacts so the Staff Liaison may provide any needed assistance. Requests for information on the activities of the Task Force will be forwarded to the Chair whenever possible. If the Chair is not available for an oral presentation or report to City Council or other official body, the Vice Chair will be the spokesperson for the Task Force to make the oral presentation. Task Force members who desire or are asked to speak or present information on behalf of the Task Force, shall do so only if a majority of the Task Force has voted in agreement. Task Force members may speak publicly on behalf of themselves as individuals only without a majority vote of the Task Force. If a Task Force member publicly misrepresents a position the Task Force has taken or identifies themselves as a spokesman for the Task Force when they are only speaking as an individual, the conduct of the Task Force member will be reviewed by the Chair. The Staff Liaison or designee may speak on behalf of the City of Scottsdale's interest on a particular matter.

## VI. Rules

### A. Amendment Procedure

Amendments to these Bylaws may be made by the Task Force upon the affirmative vote of a majority of the current members of the Task Force, provided any such amendment is memorialized in writing at a meeting of the Task Force or proposed at a preceding meeting and noted in the minutes of such meeting. Amendments adopted as above shall become effective at the next meeting of the Task Force.

### B. Certified Copy

A certified copy of these Bylaws shall be placed on record in the office of the City Clerk within ten (10) days of being adopted.

### C. Interpretation and Conflict

In the event that any of these Bylaws shall be at variance with any statute or any ordinance or resolution of the City of Scottsdale, the statute, ordinance, or resolution shall prevail. These Bylaws are intended only to supplement such ordinance and resolutions and may not amend, annul, or abrogate any ordinance or resolution of the City of Scottsdale.

---

## CERTIFICATION

The Protect and Preserve Scottsdale Task Force hereby certifies that the foregoing Bylaws were duly adopted by a majority of the Protect and Preserve Scottsdale Task Force members, at a public meeting held on February 8, 2023.

By:  Date: 2/13/23 11:30 MST  
Cynthia Wenström, Chair