

## **BYLAWS OF THE NEIGHBORHOOD ADVISORY COMMISSION**

Approved December 11, 2012; Amended February 24, 2016, June 23, 2021; January 25, 2023; February 28, 2024

The Neighborhood Advisory Commission was established by the Scottsdale City Council pursuant to Ordinance No. 3964 on November 11, 2011. The purpose, powers, and duties of the Commission are established by ordinance and are codified in Scottsdale Revised Code §2-323. These Rules and Procedures are authorized by Scottsdale Revised Code §2-324.

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### **I. ORGANIZATION:**

#### **101. Official Name**

The Commission shall be known as the "Neighborhood Advisory Commission."

#### **102. Elections**

The Commission shall, at its first meeting of the calendar year, elect a Chairperson ("Chair") and a Vice-Chairperson ("Vice-Chair") from among its appointed commissioners. The Chair shall be elected first and the Vice-Chair immediately thereafter. Elections shall be conducted as follows: nominations from the floor shall be requested and accepted, with the election vote taken by roll call. The nominated Commission member receiving a majority of the votes cast shall be elected to the position that is being filled.

The Chair and Vice-Chair shall take office immediately upon election and shall each serve for a term of one (1) full year or until a successor is elected. No member of the Commission shall serve as Chair or Vice-Chair for more than two (2) consecutive terms.

#### **103. Chairperson**

The Chair shall preside at all meetings and hearings of the Commission, decide all points of order or procedure, and perform any duties required by the ordinance or these Bylaws. The Chair may make and second motions and shall have a voice and vote in all its proceedings.

#### **104. Vice-Chairperson**

The Vice-Chair shall be the acting Chair and shall perform all duties of the Chair whenever the Chair is absent or has declared a Conflict of Interest. The Vice-Chair may make and second motions and shall have a voice and vote in all its proceedings.

#### **105. Absence of the Chairperson and Vice-Chairperson**

In the event that the Chair and Vice-Chair are both absent or have declared a Conflict of Interest, the former Vice-Chair, if present and still a member of the Commission, or the member with the longest period of service on the Commission, shall serve as the acting Chair at the respective question or meeting of the Commission.

#### **106. Vacancy**

Vacancies for Chair or Vice-Chair created by any reason may be filled by election at the next regularly scheduled meeting of the Commission. Should a commissioner become a Chair or Vice Chair to fill a vacancy for the remainder of a term of office, this will not be considered a one (1) year term for term limitation purposes.

### **107. Removal**

The Chair or Vice-Chair may be removed from his or her position as Chair or Vice-Chair at any time by a vote of five (5) or more commissioners.

In the event a commissioner 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 the consideration of removal and replacement of the member may be scheduled for City Council action.

A member of the Commission may be removed by the City Council at any time with or without cause.

A commissioner shall no longer serve and is considered to have resigned if the commissioner is convicted of a felony or a crime of moral turpitude while serving on this Commission. For purposes of this subsection, "moral turpitude" has the same meaning as set forth in section 16-3 of the Scottsdale Revised Code.

### **108. Committees**

A committee of the Commission shall not be created unless authorized by the City Council prior to its creation. Any committee created by the Commission following City Council authorization may include only members of the Commission unless the City Council approves the appointment of a nonmember.

### **109. City Representatives**

#### **109.1 Commission Liaison**

It shall be the duty of the Commission Liaison to conduct all official correspondence of the Commission; send out all approved Commission notices; publicly disseminate all agendas; be responsible for taking and distributing minutes; perform all the customary duties of the office; and perform any other such administrative duties as shall be reasonably requested by the Commission.

#### **109.2 Legal Counsel**

The City Attorney, or designated representative, shall be the Legal Counsel for the Commission. Advice of Counsel may be received before disposition of any request, of any question of law, or matter requiring legal interpretations or advice. The Commission Liaison may request that Legal Counsel attend any Commission meeting.

## **II. MEETINGS:**

### **201. Regular Meetings**

Regular meetings of the Commission shall be held on the fourth Wednesday of each month at 5:00p.m. In the event the Commission desires to cancel a future meeting, it may do so by a majority vote at a public meeting. When it is determined between public meetings that a meeting should be cancelled for lack of a quorum or other reason, the Chair, or if not available the Vice-Chair, may so cancel by requesting the Commission Liaison to post notification of cancellation at least twenty-four (24) hours prior to the scheduled meeting at all legal posting sites in the City of Scottsdale as designated by the City. The Commission may recess during the same time frame as the City Council. All regular meetings must comply with open meeting law requirements as provided for by state law.

## **202. Special Meetings**

Special meetings for good cause may be held by the Commission on call of its Chair or by request of a majority of its members, which call shall be filed with the Commission Liaison, or may be scheduled at any previous meeting by a majority of the commissioners constituting a quorum. The manner of the call shall be noted in the minutes of the special meeting, and at least a twenty-four (24) hour notice of the meeting shall be given to each commissioner. The Commission Liaison shall receive a forty-eight (48) hour notice of the meeting and shall post meeting notices at least twenty-four (24) hours before such meeting but shall comply with the notice requirements pursuant to City of Scottsdale Administrative Regulation 121. If warranted, the Commission may hold an Executive Session regarding any matter on the agenda by an affirmative vote of the majority of the members present. All Special Meetings or Executive Sessions must comply with open meeting law requirements as provided for by state law.

## **203. Open Meeting Laws**

All Meetings of the Commission shall be open to the public and shall be conducted in accordance with the provisions of the Arizona Open Meetings Laws. Any action calling for a formal vote shall take place only at a public meeting. All commissioners and the Commission Liaison shall be familiar with the Arizona Open Meeting Law A.R.S. § 38-431 to §38-431.09. Any commissioner who encounters a situation not specifically addressed within this chapter should consult with the City Attorney or designated representative before proceeding.

## **204. Agenda Items**

The Commission Liaison shall be in charge of the Commission's agenda. Items within the Commission's purview may be placed on the Commission's agenda by the Commission Liaison or as requested by the Chair following consultation with the Commission Liaison, or by a majority vote of the members of the Commission. The Chair may, at his or her discretion, or shall, upon majority vote of the Commission, change the order of the agenda at any time during a meeting.

## **205. Commissioner Requested Items**

Any Commission member may add an item to a scheduled Commission Meeting agenda to be listed under "Commissioner Items", by submitting the item to the Commission Liaison at least two business days prior to the Commission meeting to allow for agenda modification. Items added in this manner require a majority vote and discussion of such items shall be limited to consideration of the following options: 1) request that the Commission Liaison agendize the item for a future meeting; 2) request that the Commission Liaison investigate the matter and prepare a written response to the Commission; or 3) take no further action. The Commission shall not, however, discuss or take action with respect to any matter not specifically listed on the agenda. To be placed on the agenda, an item must fall within the scope, duties, and purpose of the Commission.

## **206. Location of Meetings**

The location of meetings of the Commission shall be in the location as designated by the Chair and posted in the office of the City Clerk and other designated posting areas as provided by law.

## **207. Quorum**

A quorum necessary for the transaction of business shall consist of a majority of the members but in no case less than four (4) commissioners. If there is a quorum, the business of the Commission shall be transacted by a majority of the members present and eligible to vote. As an example, if five (5) members are present and eligible to vote, the business of the Commission may be transacted by a majority vote of three (3) members. A member who is disqualified from voting due to a conflict of interest or the appearance of impropriety shall not be counted to determine the number of votes required to achieve a majority.

### **208. Voting and Tie Votes**

Absent a Conflict of Interest or the declaration of an appearance of impropriety, a Commission member shall vote on a motion before the Commission.

For business of the Commission that requires action, if an agenda item receives a tie vote of the commissioners present, the item shall be deemed to be a denial of the proposed action or a recommendation of denial to the City Council as appropriate, unless the item is continued as set forth below. In the event of a tie vote, a member may, in the same meeting, offer a motion to continue the item to a future meeting of the Commission. If such a motion is adopted, no action on the item shall be deemed to have occurred other than continuance to a future meeting.

There shall be no proxy voting on the Commission or any of its committees, nor can proxies be extended for the purpose of establishing a Quorum of the Commission or any of its committees.

### **209. Conflict Of Interest**

All members of the Commission shall take an active part in the Commission's deliberations and vote on every question presented to the Commission unless to do so would or might constitute a violation of the Arizona Conflict Of Interest Laws (A.R.S. §§ 38501 et seq.) and the City's Code of Ethical Behavior, Article II, Divisions 3 and 4 of the Scottsdale Revised Code. In the event that a member of the Commission determines that he or she has or may have a Conflict of Interest, the member shall make known that interest in the official record of the Commission and refrain from participating in or voting upon the issue or question.

### **210. Communication Devices**

During any Commission meeting, members shall not use any electronic device capable of sending or receiving messages for the purpose of communicating with others. Electronic devices may only be used during Commission meetings for noncommunicative purposes such as referencing meeting materials.

### **211. Commission Conduct**

The Principles of Civil Dialogue, as adopted by City Council through Resolution No. 9445, shall serve as a guide for the conduct of Commission Meetings:

"As a member of the Scottsdale community, I will genuinely listen; speak respectfully; and be accountable for my words and actions. "Genuinely listen" means I will listen for the purpose of understanding the speaker's point of view, without prejudging whether that point of view is right or wrong. "Speak respectfully" means I will voice my point of view calmly and respectfully without losing the passion of my position and commitment, discussing the issues without personal criticisms. "Being accountable" means I accept responsibility for my words and actions."

### **212. Service Recognition**

Each commissioner upon successfully completing his or her term of office will be recognized by the Commission. The Commission may upon majority vote choose to recognize a commissioner who is unable to complete a term of office due to extenuating circumstances.

## **III. OFFICIAL RECORD:**

### **301. Definition of Records**

The official records shall include the Neighborhood Advisory Commission Enabling Ordinance (Article 5, Division 10, of the Scottsdale Revised Code), these Bylaws, and the minutes of the Commission together with all findings, applications, exhibits, correspondence, decisions, and other official actions or other items filed with or issued by the Commission.

**302. Record Retention**

All official records of the Commission shall be filed with the City Clerk and retained pursuant to State Statute requirements.

**303. Minutes and Recording of Votes**

Minutes shall be kept for all meetings of the Commission and shall show the vote of each member on every question on which the Commission considers or takes action. 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 Commission will review and approve minutes of the previous meeting at the next regular meeting.

**304. Agenda**

Except in cases of emergency, the agenda for all regularly scheduled meetings shall be prepared and posted at least twenty-four (24) hours prior to any meeting and made available to the public. The agenda and public notice must be in accordance with Arizona Open Meeting Law.

**IV. RULES AND AMENDMENTS:**

**401. Effective Date**

These Bylaws and any amendments thereto, shall become effective at the next regular meeting following adoption by the Commission.

**402. Amendment Procedure**

Amendments to these Bylaws require a two-thirds affirmative vote of the Commission, provided any such amendment is proposed at a preceding meeting or is submitted in writing at a prior regular meeting of the Commission and is noted in the minutes of such meeting.

**403. 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.

**404. Robert's Rules of Order**

When any question of parliamentary procedure arises, it shall be decided on the basis of Robert's Rules of Parliamentary Procedure, unless otherwise specified in these Bylaws of the Commission or Scottsdale City Charter or Ordinance.

**405. Written Communications**

All written communications from the Commission shall be sent out over the signature of the Chair, or Vice-Chair if the Chair is not available.

**406. Conflict**

In the event that any Commission Bylaw is in conflict with any State 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.

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**CERTIFICATE**

The City of Scottsdale Neighborhood Advisory Commission hereby certifies that the foregoing Bylaws were duly adopted by the Commission on February 28, 2024.