

BYLAWS
OF THE
CITY OF SCOTTSDALE LOSS TRUST FUND ADVISORY BOARD

OFFICE OF THE
CITY CLERK
2010 FEB -3 PM 3: 12

I. PURPOSE

1. The City of Scottsdale Loss Trust Fund Advisory Board (the "Board") was established pursuant to Scottsdale Revised Code ("SRC") § 2-170 through 2-171. The Board, with the assistance of City staff, will advise the City Council on matters related to:

- 1.1 The administration of the loss trust fund.
- 1.2 Such related matters as the City Council may direct.

II. ORGANIZATION

2.

2.1 Membership. The members of the Board shall be as specified in SRC § 2-171, and any amendments thereto. As specified in SRC § 2-241(b), the Mayor and City Manager are ex officio members of the Board without voting privileges. Board members shall be appointed by the City Council from applications submitted to the office of the City Clerk.

2.2 Elections. As provided by SRC § 2-241(e), the Board shall, at its first regular meeting in January of each year, elect from its members, a Chair and a Vice-Chair.

2.3 Chair. The Chair shall preside at all meetings and hearings of the Board, decide all points of order or procedure, and perform any duties required by ordinance or these rules.

2.4 Vice-Chair. The Vice-Chair shall be the acting Chair and shall perform all duties of the office whenever the Chair is absent, has declared a conflict of interest, or otherwise does not participate.

2.5 Chair and Vice-Chair Vacancy. Should the office of the Chair be vacated, the Vice-Chair will fulfill the remaining term of office. At the next Board meeting, a new election will be held for the Vice-Chair's office. Should the Vice-Chair's office be vacated, a new election will be held at the next Board meeting to elect a Vice-Chair. The office of Chair or Vice-Chair may be declared vacant at any time by vote of three (3) or more Board members.

2.6 Terms. The term of the Chair and Vice-Chair shall be one (1) year or until the successors are elected. No person shall serve in the same capacity for more than two (2) consecutive full one-year terms.

2.7 Staff Liaison. The Board and any subcommittees shall communicate with City staff through the Risk Management Director described in SRC § 2-172 or the Risk Management Director's designee (the "Staff Liaison").

2.8 Resignation to Seek Public Office. Pursuant to SRC § 2-242, a member of the Board shall resign prior to offering himself or herself for nomination or election to any salaried public office, including city, state or federal offices.

2.9 Member Resignations and Vacancies. Resignations shall be made in writing and filed with the City Clerk. The Chair and Staff Liaison shall notify the City Council if any vacancies occur. The City Council has the authority at any time to remove a member and to appoint a new member as the replacement.

2.10 Committees. The Board or the Chair may appoint such committees as it feels necessary for the purposes of making recommendations to the Board regarding matters coming before the Board. A committee shall consist of at least one (1) but no more than three (3) Board members. Pursuant to SRC § 2-241(f), persons who are not Board members may not serve on committees without City Council approval. The Chair shall select one member of the committee to act as a committee chairperson to be responsible for presiding over committee meetings, setting the agenda and meeting dates, and making reports back to the Board. The tasks to be accomplished by a committee will be established by the Chair in conjunction with the Board. The Chair shall forward a list of committee members to the City council. Committee meetings shall be open to the public and subject to the Arizona Open Meeting Law.

2.11 Legal Counsel. The City Attorney or City Attorney's designated representative shall be the legal counsel for the Board. Any legal advice received is strictly confidential, and not subject to discussion at an open meeting of the Board, or sharing with persons not members of the Board.

III. MEETINGS

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3.1 Regular Meetings. The Board shall hold a regular meeting in January and a regular meeting in the fall of each year. A notice and an agenda for each meeting will be posted at all the official posting sites of the City of Scottsdale, as designated by the City Council and administered by the City Clerk's office, at least twenty-four (24) hours prior to the scheduled meeting. The Chair may cancel or reschedule a meeting by posting notification of cancellation or rescheduling at least twenty-four (24) hours prior to the scheduled meeting at all the official posting sites of the City of Scottsdale. After consultation with the Staff Liaison, the Chair shall have authority to change the date of any January meeting to any day in January, and the date of any fall meeting to any day in October, November or December. If the Chair does not set a different meeting time, then the January regular meeting shall be held on the second Thursday of January, and the fall regular meeting shall be held on the second Thursday of November. When circumstances are believed to exist that would prevent a quorum from convening, the Chair shall reschedule regular or special meetings to a time when a quorum would likely be available.

3.2 Special Meetings. Special meetings may be held by the Board on call of the Chair, or a majority of Board members as polled by the Staff Liaison, or as scheduled by a majority of the members at any previous meeting. The Chair shall give the Staff Liaison forty-eight (48) hours notice of special meetings. The Staff Liaison shall post meeting notices and agendas of special meetings, and give notice to Board members at least twenty-four (24) hours before such special meetings.

3.3 Location of Meetings. Board meeting shall be held in the Finance & Accounting Conference Room at 7447 E. Indian School Road, Suite 210, Scottsdale, Arizona, or any other location

within the City of Scottsdale designated by the Chair after consultation with the Staff Liaison. Meeting locations shall be accessible to the public. Meetings may be held telephonically to the extent allowed by law.

3.4 Quorum. A quorum necessary for the transaction of business shall consist of three (3) Board members. Board business shall be transacted by the majority vote of members present. A smaller number may adjourn from day to day or from time to time.

3.5 Absence of Chair and Vice Chair. In the absence of the Chair and Vice-Chair, the senior Board member present may convene and act as Chair of the meeting.

3.6 Member Attendance. The Chair may recommend that the City Council remove and replace any member who is absent from three (3) consecutive regular meetings. All meetings or sessions held on one (1) day shall be considered to be one (1) meeting for purposes of this paragraph.

3.7 Public Comment, Presentation, Time Limitations. Any member of the public addressing the Board on any matter, whether speaking as an individual or as a representative of any organization or group, shall be limited to a five (5) minute presentation. The Chair may suspend this rule on a particular matter or for a particular person.

3.8 Meeting Agendas. The Chair will select items for the meeting agenda with assistance from the Staff Liaison. A member, an organization or other interested citizen may request that an item be placed on a future Board meeting agenda for consideration. Such requests may be made during a Board meeting or by notice to the Chair at least seven (7) days preceding the Board meeting. The Board may only discuss items listed on the agenda.

3.9 Conflict of Interest. All members of the Board and its committees shall comply with the State Conflict of Interest Law, Title 38, Chapter 3, Article 8, Arizona Revised Statutes.

3.10 Abstention. Any member who may subjectively believe participating in discussion or voting on a matter coming before the Board could give the appearance to the general public of a conflict of interest may voluntarily abstain from participating in that matter.

3.11 Order of Business. The order of business shall be as follows:

3.11.1 Call to order

3.11.2 Call of roll by the Chair

3.11.3 Approval of minutes of previous meeting

3.11.4 Agenda items

3.11.5 Administrator's report

3.11.6 Items from the floor

3.11.7 Public comments

3.11.8 Adjournment

3.12 Public Hearings and Work Study Sessions. Board meetings other than executive sessions shall be open to the public. Any action calling for a formal vote shall take place only at a public meeting. All Board members and the Staff Liaison shall be familiar with the Arizona Open Meeting Law, A.R.S. § 38-431 to § 38-431.09. Any Board member faced with a situation not specifically addressed within the statute should consult with legal counsel before proceeding.

3.13 Member Conduct. The City's Code of Ethical Behavior (Scottsdale Rev. Code Sections 2-48 to 2-59) governing elected and appointed officials, including members of this Board, shall apply. Board 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 Board. The Chair, after soliciting input from the Board, shall notify the City council if a member engages in behavior considered to be inappropriate by the Chair, and may recommend to the City Council that the member be replaced.

3.14 Conduct by the Public. Citizens are expected to treat each other, staff, and Board members with respect and civility in public meetings and to follow the instructions of the Chair or committee chair in public meetings. Inappropriate conduct by a citizen, as determined by the Chair or committee chair, may result in a citizen being asked to leave a meeting or, if necessary, a citizen being removed from a meeting.

IV. OFFICIAL RECORDS

4.

4.1 Records Included. The official records of the Board shall include these Bylaws, the minutes of the Board, and all official actions of the Board.

4.2 Retention of Files. The Board's official records shall be filed in conformance with the policies of the City Clerk.

4.3 Recording of Vote. Minutes shall be kept for all meetings and shall show the vote of each member on every question on which the Board is required to act, or shall indicate absence or failure to vote. Minutes shall also show records of the Board's examinations, remarks at public hearings, and other official actions. The minutes shall record when a member declares a conflict of interest and does not participate in the discussion or vote on an agenda item. Tape recordings or written minutes shall be kept of all meetings. In the event of conflict between Board approved written minutes and tape recordings, the Board approved written minutes shall control. All official records shall be maintained and available for public viewing and filed in an orderly fashion by the Staff Liaison.

4.4 Public Record. Except for legal advice and other confidential matters as permitted by Arizona public records laws, all of the records of the Board and its committees shall be public records open to public inspection during normal working hours.

4.5 Certified Copy. Within fourteen (14) days after these Bylaws are adopted or amended, the Staff Liaison shall place a certified copy of these Bylaws or the amendment on record in the office of the City Clerk and, further, shall provide a copy of these Bylaws or the amendment to the Mayor and the members of the City Council.

V. RULES AND AMENDMENTS

5.

5.1 Bylaws Amendment Procedure. Amendment to these Bylaws may be made by the Board upon the affirmative vote of three (3) members, provided any such amendment is proposed at a preceding meeting or is submitted in writing at a prior regular meeting of the Board, and is noted in the minutes of such meeting. The Board shall review the proposed amendments at the next regular meeting. Amendments adopted as above shall become effective upon adoption unless otherwise stipulated.

5.2 Written Communications. All written communications to the City Council and other official bodies, individuals and outside groups shall be sent out over the signature of the Chair or, if the Chair is not available, over the signature of the Vice-Chair, Staff Liaison or designee.

5.3 Public Representations; Presentations; Communications. The Chair shall be the spokesperson for the Board. Requests for information on the activities of the Board will be forwarded to the Chair whenever possible. If the Chair is not available for comment, the Vice-Chair will be the spokesperson for the Board. If a member public misrepresents a position the Board has taken or improperly identifies himself or herself as a spokesman for the Board, the member's conduct will be reviewed by the Chair who may recommend to the City Council that the member be removed and replaced. The Staff Liaison or designee may speak on behalf of the City of Scottsdale's interests on matters coming before the Board.

5.4 Robert's Rules of Order. When any question of parliamentary procedure arises, it shall be decided by the Chair on the basis of Robert's Rules of Parliamentary Procedure, unless otherwise specified by these Bylaws, by the Scottsdale City Charter, or by applicable law.

CERTIFICATE

The undersigned Chair and Vice-Chair of the Loss Trust Fund Advisory Board hereby certify that the foregoing Bylaws were duly adopted by the unanimous consent of the Board members on JANUARY 30, 2010, and that they shall take effect on JANUARY 30, 2010.

DATED JANUARY 30, 2010.

By: *Alan R. Coyle*
(Name of Chairperson)
Its: Chair

By: *[Signature]*
(Name of Chairperson)
Its: Vice-Chair