

Bylaws of the Little Rock Sustainability Commission

Article I – Name

The name of the Commission shall be the Little Rock Sustainability Commission (“Commission”).

Article II – Purpose

A. Intent. It is the intent of these bylaws to prescribe the Commission’s organization and manner of record-keeping, to direct the conduct of its affairs, and to inform any impacted area of its proceedings.

B. Responsibilities. The Commission is established to serve as a liaison between the Citizens of Little Rock and the City of Little Rock’s City Manager, Mayor, Board Directors, and Departments (“Departments”) on matters relating to the sustainability of the City.

To achieve these goals the Commission shall have the following responsibilities:

- Hold regular meetings and maintain adequate records of these meetings.
- Analyze the services offered by the Departments to the Citizens.
- Analyze the connections between the social, economic, environmental, and quality-of-life issues confronting the City of Little Rock.
- Provide recommendations to the City on sustainability policy.
- Increase public awareness of the existence and value of sustainability efforts in the City.
- Carry out other assigned studies and/or activities deemed appropriate by the City Manager and/or the Mayor and Board of Directors.

Article III – Membership

A. Membership and Terms. The official membership shall consist of seven (7) to fifteen (15) residents of Little Rock, Arkansas, each of whom shall be appointed by the Mayor. The initial terms shall be staggered, with one-third of the initial membership serving a one-year term, one-third of the membership serving a two-year term, and one-third of the membership serving a three-year term. Thereafter all members shall serve a three-year term. The City Manager, or his or her designee, shall serve as a non-voting ex-officio member of the Commission. The Mayor may also appoint five (5) to seven (7) additional ex-officio members who shall serve one-year terms; ex-officio members do not need to reside in the City of Little Rock. Ex-officio members shall not vote on questions arising during Commission Meetings and Hearings, but may fully participate in meeting and hearing discussions, may serve on, chair, and vote on issues coming before Commission Committees to which they have been appointed.

Any member and any ex-officio member reaching the end of his or her term may be reappointed to an additional term by the Mayor. Any member may resign from the Commission at any time by giving written notice to the Chair or the Secretary, and, unless otherwise specified in such notice, the acceptance of such resignation shall not be necessary to make it effective. The Secretary shall thereafter promptly notify the Commission and the Mayor of the resignation. The Mayor may appoint a successor to complete the term of any member or ex-officio member who has resigned.

B. Compensation. Members shall serve without compensation, but may be reimbursed by the City for expenses necessarily incurred in the performance of Commission business in accordance with City policy.

C. Attendance. Commission members are expected to attend all meetings to ensure the existence of a quorum in order to conduct business and fully represent the Citizens. With an advanced notice of 48 hours provided to the Commission Secretary, a member of the Commission may attend the meeting via telephone if circumstances warrant.

When a member has missed more than twenty-five (25) percent of all regular meetings of the Commission in one (1) calendar year or more than three (3) consecutive regularly-scheduled meetings, the Commission shall immediately certify to the City Manager that the member has missed the requisite number of meetings. The member shall be automatically removed from membership on the Commission unless, no later than five (5) calendar days prior to the next scheduled meeting of the Commission, the member delivers to the City Manager and to the Secretary of the Commission, written notification of his or her desire to remain on the Commission. Then the Mayor may allow the member to continue to serve or appoint a new member to fill out the balance of absent member's term.

Article IV –Officers and their Selection

A. Officers. The officers of the Commission shall consist of a Chair, Vice-Chair, and Secretary. Officers may serve more than one (1) term if elected by the membership.

Terms of Office

- Chair- Two (2) year term to be elected in odd numbered years
- Vice Chair – Two (2) year term to be elected in even numbered years
- Secretary – One (1) year term to be elected every year

In the event the Vice Chair is elected to fulfill the Chair position, the Vice Chair position shall be filled immediately by election process by members of the LRSC. The term shall be for remaining duration of term. In the event there is an unforeseen vacancy elections may be held mid year with terms to be the balance of remaining term.

B. Elections. The Commission shall elect officers at its last meeting of each calendar year in accordance with Consent Based Governance (CBG) procedures.

C. Duties.

1. Duties of the Chair:

- Preside over operational decisions.
- May make committee appointments.
- Work closely with City Elected Officials and Staff.
- Carry out other duties as assigned by the Commission.

2. Duties of the Vice-Chair:

- In the absence of the Chair, serve in his or her capacity.

3. Duties of the Secretary:

- Plan agenda with the input of the Chair and any interested parties.
- Distribute minutes and agendas to all Commission members, to the Mayor, and to City staff (as designated by the City Manager) no less than one (1) week prior to each regularly-scheduled Commission meeting.
- Attend all meetings and public hearings and ensure that all activities are recorded in form of minutes.
- Maintain records of members' attendance and Commission minutes and correspondence.

Article V – Relationship with City Departments

A. Ex-Officio Member. The City Manager may direct that his or her designee serve as an ex-officio member of the Commission. This ex-officio member shall work closely with the Commission by attending meetings and public hearings and by providing information about City projects and programs.

B. Clerical Support. Minutes and record-keeping support shall be provided by the City.

Article VI – Meetings and Public Hearings

A. Open Meetings and Hearings. All meetings and hearings of the Commission shall be open to the public as required by law.

B. Meetings

1. General Rules of Procedure. The operational proceedings of the Commission, except as otherwise specifically provided by these bylaws, shall be governed by Robert's Rules of Order. The Chairman shall be permitted to make motions and vote on all questions. The Commission may adopt specific rules of procedure to govern its activities or the activities of its Committees so long as such rules are not inconsistent with these Bylaws.

Policy Decisions shall be governed by Consent Based Governance (CBG) procedures as defined in We the People by Buck and Villines.

2. Regular Meetings. The LRSC shall meet no less than once every two months with a minimum of 6 meetings a year. The Executive Committee shall determine the schedule. One required meeting shall be in January for the purpose of electing Executive Committee members and filling vacancies.

Regular meetings may be postponed or rescheduled by the Secretary for lack of quorum, or rescheduled for other reasonable cause approved by a two-third (2/3) majority of the Commission members present at a regular meeting, if at least five (5) calendar days notice of the rescheduled time is given to all Commission members, to the City, and to the Little Rock Public Relations Manager for purposes of providing Freedom of Information Act notice.

3. Special Meetings. Special meetings may be called by the Chair upon ten (10) calendar days written notice of the time, date, location and purpose of the meeting to all Commission members, to the City, and to the Little Rock Public Relations Manager for purposes of providing Freedom of Information Act notice.

Special meetings may be called by a two-thirds (2/3) majority of the members present at any regular meeting. Ten (10) calendar days written notice of the time, date, location and purpose of the meeting shall be sent to all Commission members, to the City, and to the Little Rock Public Relations Manager for purposes of providing Freedom of Information Act notice.

4. Order of Business.

- Call to Order
- Roll Call
- Approval of Minutes
- Staff Report
- Unfinished Business
- New Business
- Citizen Comment
- Adjourn

The Order of Business may be modified from the above to accommodate Consent Based Governance procedures.

5. Quorum. Attendance of a majority of the voting members serving on the Commission shall constitute a quorum. Business may be conducted only in meetings in which a quorum is present.

6. Voting.

(a) **Policy Decisions.** Policy decisions shall be made according to the principles of Consent Based Governance.

(b) **Operational Decisions.** All operational questions submitted by the Commission for decision shall be determined by a voice vote of present and voting Commission members. The Chairman shall cast the last vote on any issue. A roll call vote shall be taken upon the request of any member of the Commission. No Commissioner shall cast a vote for another Commissioner by proxy.

A majority vote shall be required for all actions or recommendations by the Commission except where a specific rule provides otherwise. A majority vote is defined as votes cast by more than half of the members in attendance.

(c) **Definitions.** Determination of policy versus operational decisions shall be made based on the principles of CBG as defined in *We the People* by Buck and Villines.

7. Conflicts of Interest

(a) **Disclosure.** Members of the Commission shall disclose all matters that (to their knowledge) would have a direct or indirect financial impact on them or their relative, as distinguished from the public generally. The fact that there is such an interest shall be disclosed to the Commission no later than the first Commission meeting at which the matter is to be taken up for consideration, recommendation, discussion or vote. The Secretary shall make a record of such disclosure in the minutes of the Commission.

(b) **Removal from Meeting.** After the Commission member determines that he or she has a conflict of interest (and once all conflict of interest questions have been resolved), the member shall remove himself or herself from the meeting room or area of the room occupied by the general public and shall not return to his or her seat until the deliberation and action on the item is completed.

Any member may request an informal opinion from the City Attorney, through the City Manager, as to whether a conflict of interest exists in a particular case.

8. General Rules of Procedure. The operational proceedings of the Commission, except as otherwise specifically provided by these bylaws, shall be governed by Robert's Rules of Order. The Chairman shall be permitted to make motions and vote on all questions. The Commission may adopt specific rules of

procedure to govern its activities or the activities of its Committees so long as such rules are not inconsistent with these Bylaws.

Policy Decisions shall be governed by Consent Based Governance procedures as defined in We the People by Buck and Villines.

9. Minutes of Meetings.

(a) The minutes of the Commission meetings shall document the intent of and the actions taken by the Commission. The written minutes shall include the date, time, and place of the meeting; the names of members present for the meeting; each action taken by the Commission, and a short summary of discussions of significant matters. The minutes shall show each exact motion; who offered the motion; who seconded the motion; and how each member voted. In the absence of the Secretary, the Chair shall designate a member to record the minutes.

(b) The Secretary shall provide written minutes for the previous meeting to the Commission members at least one (1) week prior to each regular meeting. The approved minutes shall be signed by the Chair and retained by the Secretary. Whenever possible, the minutes shall be distributed electronically.

(c) Commission minutes are public records, subject to disclosure pursuant to the Arkansas Freedom of Information Act.

C. Public Hearings.

1. Notice. When the Commission is to hold a public hearing on City regulations, ordinances, amendments to ordinances or regulations, or other matters for which citizen input is helpful or appropriate, notice of the hearing shall be published at least one (1) time in a newspaper having general circulation throughout the City of Little Rock at least fifteen (15) calendar days prior to the hearing. The notice shall describe the time, date, location and purpose of the hearing. The City will pay all cost of the public notice.

2. Procedure. Public hearings shall be conducted informally, and the Chair shall be in charge of the meeting. It shall be the purpose of the hearing to obtain information on essential matters while entertaining the presentation of contrary positions to do substantial justice to all concerned. The Chair may place reasonable time limits on public comments. The Commission may not act upon any request to discuss an issue at a public hearing that has not been docketed in advance of the hearing. Once the Commission approves a recommendation on an issue for the City, no subsequent hearing on such recommendation shall be held unless requested by the Mayor or approved by a two-thirds vote of the entire Commission membership.

Article VII – Appointment of Committees

- A. **Standing Committees** - Standing Committees may be created by the Commission and charged with such duties as the Commission deems necessary or desirable. Such Committees shall be composed of two or more Commission members, but less than a quorum of the full Commission, and shall hold membership for one year or until succeeded.
- B. **Special Committees** - Special Committees may be created in the same manner and under the same conditions as Standing Committees, except that the Chair shall also designate a date for the submission of the Committee's final report. Special Committees shall be dissolved when their particular function or task has been completed. No Special Committee shall exist for a term of more than twelve (12) consecutive months, except by the direction of the full Commission.
- C. **Advisory Committees** - The Commission may create such Advisory Committees as it deems necessary or desirable. Each Advisory Committee shall be composed of at least one Commission member and other officials and private citizens in a number determined by the Commission. Generally, members shall be private sector, professional or technical representatives, or public officials working on issues with which the committee is concerned, or lay individuals who have special interest or experience with such matters.
- D. **Committee Projects** - Committees shall receive assignments from the full Commission and shall not initiate any role or task or call public meetings, unless a majority of the full Commission approves.
- E. **Committee Chair-** The Chair of any committee may be determined by appointment of the Commission Chair or by election of the committee as determined by policy decision of the full Commission.
- F. **Committee Membership-** Committee membership may be determined by the Chair or elected by the full Commission at the discretion of the Commission.

Article VIII – Effective Date

These bylaws shall be effective on and after adoption.

Article IX – Amendments

The bylaws may be amended by a recorded majority voted of the entire membership of the Commission. Any proposed amendment to these bylaws shall be first presented in writing at a regular meeting and placed on the agenda of a subsequent regular meeting for action, unless written notice of the proposed change has been given to all Commission members at least thirty (30) calendar days prior to the regular or called meeting at which action on the bylaws is to be taken.

*Bylaws of the Little Rock Sustainability Commission
As Amended September 2014*

Adopted June 27, 2008

With amendments proposed 10/31/08; adopted 12/5/08

With amendments proposed 11/09/09; adopted 12/09/09 Re: Consent Based Governance

With amendments proposed 1/25/13; adopted 02/2013 Re: Consent Based Governance

With amendments proposed 7/25/14; adopted 09/26/14 Re: Consent Based Governance