

BY-LAWS OF THE
INDUSTRIAL DEVELOPMENT AUTHORITY
OF THE
TOWN OF GILBERT

ARTICLE I. OFFICES

1. Offices. Subject to the location of the principal office as specified in the Articles of Incorporation, branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to conduct its affairs.

ARTICLE II. BOARD OF DIRECTORS

1. Qualifications. Members of the Board of Directors shall be duly qualified electors of the Town of Gilbert but shall not be officers or employees of said Town.
2. Powers. Subject to limitations of these by-laws, the Articles of Incorporation, the laws applicable to corporations organized as authorized pursuant to the provisions of Chapter 5 of Title 35, Arizona Revised Statutes, and other applicable laws, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be controlled by, the Board of Directors.
3. Meetings. The Board of Directors may establish a schedule of regular meetings to be held at any place within the State of Arizona, time, and date as may be designated by resolution of the Board of Directors. The annual meeting of the Board of Directors shall be held at the principal office of the Authority between July 1 and September 30 each year. Special meetings may be called from time to time by the Board of Directors. Any meeting at which a quorum is not present may be adjourned to a date, time and place ascertained by vote of a majority of the directors present.
4. Meetings of the Board of Directors shall be open to the public. The minutes of the proceedings, showing the vote of each member and records of its examinations and

other official actions, shall be filed in the Town of Gilbert as a public record. At the public hearing, upon being recognized by the President and stating his name and address and the names of persons on whose behalf he is appearing, any person may speak about the matter being considered. The President, at his discretion, may limit the time allotted for an individual to speak.

5. The President shall prepare or direct to be prepared an agenda for each meeting. The agenda shall include all matters of business scheduled for consideration by the Board of Directors. Items may be added to an agenda prior to posting at the request of any director.
6. Quorum. A majority of the total authorized number of directors specified in the Articles of Incorporation shall constitute a quorum for the transaction of the affairs of the Corporation. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may otherwise be provided by law. If less than a quorum is present at any meeting or at any time during any meeting, a majority of the directors' present may adjourn the meeting from time to time to a date and time certain, but not later than the date and time of the next regular meeting but shall not be authorized to transact any other business.
7. Compensation. The Board of Directors may provide by resolution for reimbursement for their actual expenses incurred in the performance of their duties, in the same manner as is provided for board and commission members of Gilbert, Arizona.
8. Indemnification. Each officer and each member of the Board of Directors, whether or not then in office, shall be indemnified by the Corporation against all expenses incurred by them, including legal fees, or judgments or penalties rendered or levied against any such person in a legal action brought against any such person, for actions or omissions alleged to have been committed by any such person while acting within the scope of his official capacity with the Corporation, provided that the Board of Directors shall determine in good faith that such person did not act, fail to act, or

refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action.

9. Interest. No member of the Board shall have any financial interest in any project of the Corporation or in the lessee, purchaser or borrower from the Corporation with respect to any project. This prohibition shall extend to the immediate family of the members of the Board of Directors.

ARTICLE III. OTHER OFFICERS

1. President. The President shall be the presiding officer at all meetings of the Board of Directors and the chief executive officer of the Corporation, and shall, subject to the control of the Board of Directors, perform all duties incident to the office of President and have general supervision, direction and control of the affairs of the Corporation, and such other duties as may be prescribed by the Board of Directors from time to time.
2. Vice-President. The Vice-President shall have the powers and perform the duties of President during any period of time that the Board of Directors declares the President to be absent or unable or refusing to act, or the office vacant. Any such declaration shall be noted in the minutes and the acts of the Vice-President, during such time, shall have the same force and effect and be as binding on the Corporation as would the acts of the President. The Vice-President shall also perform such other duties as the Board of Directors or the President shall designate from time to time.
3. Secretary. The Secretary shall keep, at the principle office of the Corporation, the minutes of all meetings of the Board of Directors, in one or more books provided for that purpose, which minutes shall contain the time of the holding thereof, whether regular or special, and if special, how authorized and the notice thereof given, the names of the members of the Board of Directors and other officers and employees present, and all acts and proceedings thereof. The Secretary shall also give all notices

required to be given, keep the seal of the Corporation and affix same to documents the execution of which on behalf of the Corporation under its seal is duly authorized, and perform all duties incident to the office of Secretary and such other duties as the Board of Directors shall designate from time to time.

4. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, be responsible for the receipt of all monies due and payable to the Corporation and for the deposit of same in the name of the Corporation in such depositories as shall be selected by the Board of Directors, keep books of account of the properties and transactions of the Corporation, disburse the funds of the Corporation as may be ordered by the Board of Directors, render to it whenever requested an accounting of all transactions and of the financial condition of the Corporation, and perform all duties incident to the office of Treasurer and such other duties as the Board of Directors shall designate from time to time.
5. Subordinate Officers. Subordinate officers, including Assistant Secretaries and Assistant Treasurers, shall perform the duties of the office to which subordinate, under the general supervision of the superior officer, unless that office is vacant, the acts of the subordinate officer shall have the same force and effect and be as binding on the Corporation as would the acts of the superior.
6. Bond of Officers. The Treasurer and any other officer of the Corporation charged with responsibility for the custody of any of its funds or property shall give bond in such sum and with such surety as the Board of Directors shall determine. The Board of Directors may also require any other officer, or any agent, or employee of the Corporation, to give bond in such amount and with such surety as it shall determine.
7. Election of Officers. The Officers shall be elected annually by the Board of Directors at its annual meeting.

ARTICLE IV. AGENTS, EMPLOYEES AND CONTRACTORS

1. Statutory Agent. The Board of Directors shall appoint a person or corporation as the agent of the Corporation, upon whom notices and processes may be served, and which, when so served, shall be lawful personal service on the Corporation. The appointment shall be filed with the Arizona Corporation Commission.
2. General Manager. The Board of Directors may employ a general manager for the Corporation, who shall administer the affairs of the Corporation under the general supervision of the President.
3. Attorneys and Consultants. The Board of Directors may contract for legal, consulting and other services and fix the compensation and reimbursable expenses thereunder.

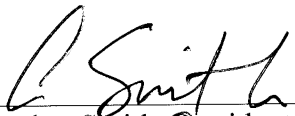
ARTICLE V. MISCELLANEOUS

1. Execution of Corporate Instruments. The Board of Directors may determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document on behalf of the Corporation, except when otherwise provided by law. Unless so determined and specified, under a general or specific authorization, all instrument s and documents the execution of which is authorized by the Board of Directors, shall be executed by the President and attested by the Secretary, who shall affix the seal where required. No instrument or document shall be binding upon the Corporation unless executed as herein authorized.
2. Corporate Seal. The corporate seal shall be as approved by the Board of Directors.
3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each year and shall end on the last day of June of the next year.

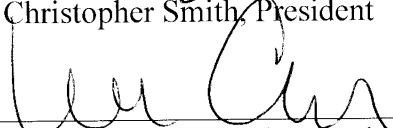
4. Amendments. New by-laws may be adopted, or these by-laws may be altered, amended or repealed, by the affirmative vote of a majority of the total authorized number of directors specified in the Articles of Incorporation.

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS of the Industrial Development Authority of the Town of Gilbert this 18th day of July, 2019.

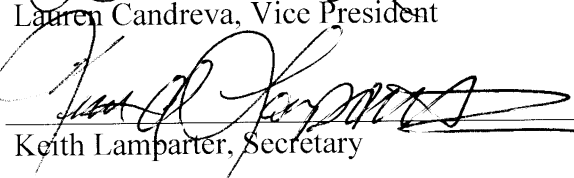
We, the undersigned, being all of the members of the Board of Directors of the Industrial Development Authority of the Town of Gilbert do hereby certify that the foregoing by-laws were unanimously adopted at a meeting of the Board of Directors of the Corporation at the Municipal Office Building II, 90 E. Civic Center Drive in Gilbert, Maricopa County, Arizona on the 18th day of July, 2019.



Christopher Smith, President



Lauren Candreva, Vice President



Keith Lamparter, Secretary

DIVISION 5. - PARK, RECREATION AND LIBRARY SERVICE ADVISORY BOARD

FOOTNOTE(S):

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Editor's note— Ord. No. 2252, § I, adopted Sept. 15, 2009, changed the title of div. 5 from "Parks and Recreation Advisory Board" to "Park, Recreation and Library Service Advisory Board."

Cross reference— Parks and recreation department, § 2-266 et seq.; parks and recreation, ch. 46.

[\(Back\)](#)

Sec. 1-286. - Creation.

There is created a park, recreation and library service advisory board composed of nine members appointed by council.

(Code 1984, § 4-3-1; Ord. No. 1400, § I, 6-11-02; Ord. No. 2252, § I, 9-15-09; Ord. No. 2366, § I, 5-3-12)

Sec. 1-287. - Membership; terms of office.

The term of each member of the parks, recreation and library service advisory board shall be for a period of three years or until their successors are duly appointed. Members shall serve staggered terms whereby no more than three members' terms expire in any one year.

(Code 1984, § 4-3-2; Ord. No. 1400, § I, 6-11-02; Ord. No. 2252, § I, 9-15-09; Ord. No. 2297, 8-5-10)

Sec. 1-288. - Powers and duties.

(a) The board shall have the following powers and duties:

- (1) Keep minutes as required by state law and submit copies of such minutes to the council for information.
- (2) Advise the council on offers to the town of real and personal property to be used for parks, recreation and library purposes.
- (3) Advise the council in the purchase, sale, lease or other method of acquiring or disposing of lands, structures and facilities for use as parks, recreation and library facilities.
- (4) Advise the council and manager in the operation, use, care and maintenance of areas owned, leased or otherwise acquired by the town for use as parks, recreation or library facilities.
- (5) Assist and advise the planning commission on the planning, acquisition and disposition of park lands and recreation areas owned, leased or otherwise acquired by the town and designated in the general land use plan.
- (6) Receive, accept and acquire, subject to approval of the council, by gift, bequest or devise, real and personal property of every kind and description in the name of the town for park, recreation and library program and service purposes subject to the terms of the gift.
- (7) Advise the council on regulations for the use of town lakes by the public, including regulations governing fishing at town fishing lakes.
- (8) Receive public input regarding the providing of library services and programs for the community.

(b) The chairman shall consult with the parks and recreation director and staff in the preparation of the agenda.

(Code 1984, § 4-3-3; Ord. No. 1399, § I, 6-11-02; Ord. No. 1400, § I, 6-11-02; Ord. No. 2252, § I, 9-15-09)

Secs. 1-289—1-305. - Reserved.

**TOWN OF GILBERT BOARD OF ADJUSTMENT
BYLAWS
(Amended November 2, 2005)**

I. ORGANIZATION AND RESPONSIBILITIES

A. Board, Officers and Staff

- (1) The Board of Adjustment shall:
 - a) Hear and decide appeals from decisions of the zoning hearing officer on applications for variances; and
 - b) Review applications for variances upon referral by the Zoning Hearing Officer pursuant to the provisions of the Town of Gilbert Zoning Code, Article 5.5: Variances; and
 - c) Hear and decide appeals from a decision, determination, or interpretation made by the Zoning Administrator in the enforcement of the Zoning Code pursuant to the Town of Gilbert Zoning Code, Section 5.2011: Procedures for Appeals.

See Arizona Revised Statutes Section 9-462.06 and Gilbert Zoning Code Section 5.104 for a further description of responsibilities.

- (2) The Planning Commission Chair and Vice-Chair shall serve as the Board of Adjustment Chair and Vice-Chair.
 - a) The Chair shall preside at all meetings and hearings of the Board, decide all points of order and procedure, and perform any duties required by law, ordinance, or these bylaws.
 - b) The Chair shall have the right to vote on all matters before the Board and shall also have the right to make or second motions in the absence of motion or a second made by a member.
 - c) The Vice-Chair shall act as Chair in the Chair's absence. In the absence of the Chair and Vice-Chair, the senior member based upon years of membership shall act as Chair.
- (3) The Director of Planning, or his designated representative, shall serve the Board as Secretary. The Planning Staff shall furnish professional and technical advice to the Board.

B. Alternate Board Member

- (1) The Alternate Board Member is the Alternate Planning Commissioner appointed by the Council. The Alternate Board Member shall attend Board meetings and meet the same attendance requirements as a regular Board member.
- (2) The Alternate Board Member shall sit at the dais and act in the place of a regular Board member only in the absence of a regular Board member. A Board member who recuses himself due to a conflict is not absent for purposes of this section.

II. **MEETINGS**

A. Hearings and Meetings

- (1) Hearings of the Board shall be held at the call of the Chair and at such other times as the Board may determine. Hearings generally shall be scheduled at the time of the Planning Commission meeting or at another date and time as set by the Chair and Director of Planning.
- (2) Meetings may be held as necessary to address administrative issues of the Board. The meetings generally shall be held at the same time as the Planning Commission meeting or at another date and time as set by the Chair and Director of Planning.
- (3) Except for executive sessions authorized by law, all meetings of the Board shall be open to the public. Minutes of the proceedings, recording its examinations and showing the vote of each member, shall be filed in the Planning Department as a public record.
- (4) Board members are expected to attend hearings and meetings unless prior notice of an inability to attend is provided to the Chair or Director of Planning.

B. Notice of Meetings and Hearings

Written notice of all meetings shall be delivered by mail or in person to individual Board members at least 24 hours before the date of meeting; except that where required by an actual emergency, members may be notified by telephone by the Secretary.

C. Quorum

A majority of the members of the Board, excluding vacant seats, shall constitute a quorum for transacting business at any regular meeting. No action shall be taken

at any regular meeting in the absence of a quorum, except to adjourn the meeting to a subsequent date.

D. Agenda

The Secretary shall prepare an agenda for each hearing or meeting of the Board. The agenda shall include all matters of business as scheduled for consideration by the Board.

III. **ORDER OF BUSINESS**

A. Parliamentary Procedure

- (1) The Chair shall call the Board to order and the Secretary shall record the members present or absent. The Chair may call each matter of business in the order of the approved agenda and shall announce the name of the applicant, the location of the property involved, and the nature of their request. The Board, by majority vote, may change the order of the posted agenda to accommodate the Board, staff and members of the public. Supporting evidence for and against each matter shall be presented to the Board.
- (2) The Chair shall conduct meetings under Robert's Rules of Order unless such rules are suspended by majority vote of the Board. The Chair shall direct questions to the applicant or any person speaking, in order to bring out all the relevant facts, circumstances, and conditions affecting the matter being considered, and then call for questions from other members of the Board and from staff.

B. Hearing Conduct

- (1) Public hearings shall be conducted in accordance with Section 5.206: Public Hearing Procedures of the Town of Gilbert Zoning Code.
- (2) Hearings are quasi-judicial in nature as defined in Arizona Revised Statutes § 38-431(7). Relevant evidence may be considered if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs.
 - a) All exhibits shall be clearly labeled and made a part of the record of the Board of Adjustment hearing. Evidentiary objections shall be waived unless made timely to the hearing.
 - b) The Chair may exclude evidence that is irrelevant, immaterial, or repetitious.

C. Public Hearing Testimony

- (1) Any person may appear at a public hearing and submit oral or written evidence related to the application, either individually or as a representative of a person or an organization. Each person who appears at a public hearing shall state his name, address, and, if appearing on behalf of a person or organization, state the name and mailing address of the person or organization being represented.
- (2) The chair may establish time limits for individual testimony and may require that individuals with shared concerns select one or more spokespersons to present testimony on behalf of those individuals.
- (3) In the event testimony or evidence is excluded as irrelevant, immaterial, or repetitious, the person offering such testimony or evidence shall have an opportunity to offer a written statement in regard to such testimony or evidence for the record. Such written statement shall be presented to the town clerk within 3 working days of the hearing.
- (4) If an applicant fails to appear at the hearing, the Board may continue the hearing until the next regularly scheduled meeting or other meeting designated by the Board. If, before the meeting, the applicant submits a written request for the Board to act without his presence, the Board may hear those persons requesting to speak in response to the notice of hearing and make a decision without the applicant attending the meeting.
- (5) The burden of proof of all legal prerequisites to the granting of the relief or action sought shall be upon the party requesting such relief or action.

D. Voting

- (1) In taking action on any appeal, the Board may reverse, affirm wholly, affirm in part, or modify the order, requirement, or decision of the Hearing Officer appealed from, and make such order, requirement, decision or determination as necessary. Decisions of the Board of Adjustment shall meet the statutory requirements set forth in the Arizona Revised Statutes Section 9-462.06 and Gilbert Zoning Code, Article 5.2: Common Procedures. In lieu of the above, the Board may remand the matter to the original decision-making body for reconsideration, for additional information, or to cure a deficiency in the record or proceeding.
- (2) When making a decision to approve, approve with modifications and/or conditions, or deny a variance, or when acting on an appeal, the Board shall make findings of fact required by the Zoning Code, as set forth in Section 5.207: Required Findings of the Zoning Code.

- (3) A majority vote of those Board members present and voting shall be required to take official action.
- (4) The Zoning Hearing Officer whose decision is being appealed from shall not participate in any discussion or vote of the Board, but shall be available during the public hearing for questions from the Board members.
- (5) Prohibition Against Ex Parte Communications. To ensure a fair and impartial decision-making process, the Zoning Hearing Officer or a member of the Board of Adjustment shall not, directly or indirectly, participate in any ex parte communication relevant to an application pending before the Board. Ex parte communications are oral or written communications related to the matter to be heard by the Hearing Officer or Board that are made to or by the Hearing Officer or any member of the Board, including in person, telephonic or electronic communications that occur outside of a public meeting of the hearing body.
- (6) A member who has a conflict of interest with a matter being considered, as described in Arizona Revised Statutes §§ 38-501 through 38-511, shall recuse himself, abstain from voting, and leave the dais during discussion and action of the matter.
- (7) Each member attending shall be entitled to one vote. The minutes of the proceedings shall indicate the vote of each member on every matter acted upon, and shall indicate any absence or failure to vote. No member shall be excused from voting except on matters involving the consideration of his own official conduct, or where the member declares a conflict, as described in Section III.D.(6) of these bylaws.
- (8) A member who is absent from any portion of a public hearing conducted by the Board may not vote on the matter at the time it is acted upon by the Board, unless he has reviewed the minutes or the recording of any portion of the hearing from which he was absent, and states for the record prior to voting that he deems himself to be familiar with the record. A member who misses only the presentation of the staff report may vote on the matter at the time it is acted upon by the Board, provided that he states for the record that he read the staff report and is familiar with it.

IV. **OFFICIAL RECORDS**

A. Retention of Files

The official records of the Board shall include these bylaws, minutes of meetings and its adopted reports, all of which shall be deposited with the Planning Department and shall be available for public inspection as public records. All applications and other matters coming before the Board shall be filed in the Planning Department in accordance with

that Department's general file system. Original papers of all applications and other matters shall be retained in compliance with the Town's Document Retention Schedule.

B. Recording of Meetings

All public meetings of the Board will be recorded in written form. Any person desiring to have a meeting recorded by an electronic device or by a stenographic reporter, may do so at his own expense. Advance notice to the Director of Planning to arrange facilities for such recording shall be made at least 72 hours prior to commencement of the meeting. Such recording shall not disrupt the proceedings and may, at the discretion of the Chair, be stopped if it is disruptive.

V. **AMENDMENTS**

These bylaws may be amended by majority vote at any meeting of the Board provided that notice of said proposed amendment is given to each member in writing at least 5 days prior to said meeting. Such amendment shall become effective at the next meeting or hearing of the Board.

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TOWN OF GILBERT PLANNING COMMISSION BYLAWS

I. ORGANIZATION AND RESPONSIBILITIES

A. Commission, Officers and Staff

- (1) Commissioners shall make unbiased well-reasoned recommendations to the Town Council on planning and zoning issues based on commonly accepted land use principles, Town Codes, and the health, comfort, convenience, safety and general welfare of the residents of Gilbert. Commissioners are expected to study the agenda packet and visit the case sites before each meeting and to educate themselves on planning issues. See Section 5.103(D) of the Town of Gilbert Zoning Code for a further description of responsibilities.
- (2) The Commission shall elect a Chair and Vice-Chair annually from among the appointed members at its first meeting in September. The election may be postponed by a majority vote of the members of the Commission present. If the election is postponed, the current Chair and Vice-Chair will remain in office until the election.
 - a) The term of Chair and Vice-Chair shall be one (1) year. Any member serving as Chair or Vice-Chair shall be eligible for re-election.
 - b) The Vice-Chair shall act as Chair in the Chair's absence. In the absence of the Chair and Vice-Chair, the senior member, based upon years of membership, shall act as Chair.
 - c) Any vacancy in the office of Chair or Vice-Chair, shall be filled from the Commission membership by majority vote of the Commission members present at the next meeting. Any Chair or Vice-Chair so elected shall serve for the remainder of the vacated term.
 - d) The Chair or Vice-Chair may be removed from office at any time by a two-thirds (2/3) majority vote of the full Commission.
- (3) The Chair shall preside at all meetings and hearings of the Commission, decide all points of order and procedure, and perform any duties required by law, ordinance, or these bylaws.

a) The Chair shall have the right to vote on all matters before the Commission, and to make or second motions in the absence of a motion, or a second, made by a member.

(4) The Manager of the Planning and Development Division, or his designated representative, shall serve the Commission as Executive Secretary. The Planning and Development Staff shall furnish professional and technical advice to the Commission.

B. Alternate Commissioner

(1) An alternate Commissioner appointed by the Council shall attend Commission meetings and meet the same attendance requirements as a regular Commissioner.

(2) The alternate Commissioner shall sit at the dais and act in the place of a regular Commissioner only in the absence of a regular Commissioner. A Commissioner who recuses himself due to a conflict of interest is not absent for purposes of this section.

C. Hearing Officer and Alternate Hearing Officer

The Chair shall designate a Hearing Officer and Alternate Hearing Officer from Commission members who have completed a minimum of one year Commission service.

(1) The term of the Hearing Officer and Alternate Hearing Officer shall be for 24 months.

(2) The appointment shall occur immediately subsequent to the annual election of the Chair and Vice-Chair. If the election is postponed, the current Hearing Officer and Alternate Hearing Officer will remain in office until the election.

II. MEETINGS

A. Regular Meetings

(1) Regular meetings shall be held at the call of the Chair on the first Wednesday of each month at 6:00 P.M.; and may be preceded or followed by a Study Session. Special meetings may be held on the third Wednesday of the month at the same time or on another date as set by the Chair and Manager of the Planning and Development Division. Whenever a legal holiday is the same day as a meeting, such meeting shall either be cancelled or rescheduled.

- (2) Meetings of the Commission shall be open to the public, except for Executive Sessions held pursuant to A.R.S. § 38-431.03. The minutes of the proceedings, showing the vote of each member and records of its examinations and other official actions, shall be filed in the Planning and Development Division as a public record. At the public hearing, upon being recognized by the Chair and stating his name and address and the names of persons on whose behalf he is appearing, any person may speak about the matter being considered. The Chair, at his discretion, may limit the time allotted for an individual to speak.
- (3) The Commission may, by a single consent motion, approve any number of applications where the Commission, staff and applicant are in agreement and where, after call and invitation by the Chair to do so, no member of the Commission, staff, or public wishes to address any particular item designated for consent action by the Commission. Should any member of the Commission, staff, or public so request, the Commission shall then withdraw it from the consent agenda for the purpose of public discussion and separate action.
- (4) Regular meetings of the Commission shall be held in the Council Chambers of Town Hall, 50 East Civic Center Drive, Gilbert, Arizona unless a different location is set forth in the notice of the meeting.
- (5) Commissioners are expected to attend all meetings and Study Sessions unless prior notice of an inability to attend is provided to the Chair or Manager of the Planning and Development Division. Failure to attend a meeting or notify the Chair or Manager of the Planning and Development Division of an absence may result in a recommendation to the Town Council that the Commission member be removed from the Commission. Commission members are subject to the automatic removal provisions set forth in Section 1-204 of the Town of Gilbert Municipal Code.

B. Study Sessions

- (1) Study sessions for any purpose may be held at the call of the Chair, at the request of two or more members, or by staff. Such request shall be made at least 24 hours prior to the study session by submittal to the Manager of the Planning and Development Division or by verbal request made at a meeting. Notice to the public of the study session shall be posted at the Municipal Center at least 24 hours before the study session, and as otherwise required by the Zoning Code and Arizona state law. The call and notice shall include the time and place of the study session, and an agenda of the business to be transacted.

- (2) Study sessions may be held before or after any regular or special meeting of the Commission, subject to providing notice as provided herein. When a matter is set for a study session, public testimony may be barred or limited to particular persons at the discretion of the Chair.

C. Notice to Commission Members of Meetings and Hearings

Written notice of all meetings shall be delivered by mail or in person to Commission members at least 24 hours before the date of meeting; except that where required by an actual emergency, members may be notified by telephone by the Manager of the Planning and Development Division.

D. Quorum

A majority of the regular members of the Commission, excluding vacant seats, shall constitute a quorum for transacting business at any meeting. No action shall be taken at any regular or special meeting in the absence of a quorum, except to adjourn the meeting to a subsequent date. At a study session, any number of Commission members may discuss agenda items.

E. Agenda

The Manager of the Planning and Development Division shall prepare an agenda for each Commission meeting and study session. The agenda shall include all matters of business scheduled for consideration by the Commission. Items may be added to an agenda prior to posting at the request of the Chair or any Commissioner.

F. Withdrawal of Request

Any agenda item may be withdrawn upon request from the applicant to the Manager of the Planning and Development Division. No request shall be withdrawn after the hearing notice has been posted unless formal consent of the Commission has been granted.

G. Field Trips

The Commission may take field trips to view property or for any purpose relevant to a public hearing or matter under consideration. All Commission field trips shall be taken as part of a regular or special meeting or study session. All interested persons shall be given the opportunity to be present to view the property and hear any reports or comments. A record of the field trip shall be entered into the minutes and shall indicate that the field trip was considered as evidence. Nothing herein shall prevent less than a quorum of the Commission, or Commission members individually at their own convenience and expense, from

taking field trips to view property which is the subject of an application or other matter being considered.

III. ORDER OF BUSINESS

A. Parliamentary Procedure

- (1) The Chair shall call the Commission to order and the Secretary shall record the members present or absent. The Chair may call each item of business in the order of the approved agenda. The Commission, by majority vote, may change the order of the posted agenda to accommodate the Commission, staff, the applicant, or members of the public.
- (2) The Chair shall conduct meetings under Robert's Rules of Order unless such rules are suspended by majority vote of the Commission.

B. Hearing Conduct

All public hearings of the Commission shall be conducted as set forth in Section 5.206: Public Hearing Procedures of the Town of Gilbert Zoning Code.

C. Public Hearing Testimony

- (1) Public hearings need not be conducted according to technical, judicial Rules of Evidence. Any relevant evidence may be considered if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs.
- (2) Any person may appear at a public hearing and submit oral or written evidence related to the application, either individually or as a representative of a person or an organization. Each person who appears at a public hearing shall state his name, address, and, if appearing on behalf of a person or organization, the name and mailing address of the person or organization being represented.
- (3) The chair may establish time limits for individual testimony and may require that individuals with shared concerns select one or more spokespersons to present testimony on behalf of those individuals.
- (4) The Chair may exclude testimony that is irrelevant, immaterial, or redundant and may make other rulings necessary for the orderly conduct of the proceedings, while ensuring basic fairness and a full airing of the issues involved. Evidentiary objections shall be waived unless made timely to the hearing.

- (5) If testimony or evidence is excluded as irrelevant, immaterial or redundant, the person offering such testimony or evidence shall be given an opportunity to offer a written statement in regard to such testimony or evidence for the record. Such written statement shall be presented to the Town Clerk within 3 working days of the hearing.
- (6) If an applicant fails to appear, the Commission may continue the hearing on the matter until the next regularly scheduled meeting or special meeting, unless the applicant has requested in writing that the Commission act without him being present at the hearing. The Commission may hear persons requesting to speak on such a matter, even if it is to be continued.

D. Voting

- (1) In taking action on any application or other matter, the Commission may grant approval, grant approval with conditions, modify the request so as to make more restrictions, or deny the item altogether, as set forth in the Zoning Code. In making its decisions, the Commission shall be guided by the provisions and elements of the General Plan, the Zoning Code, and development standards, policies, and area plans adopted by the Town.
- (2) A majority vote of the Commission members present and voting shall be required to take official action. In the absence of a majority vote, the Commission shall use its best efforts to reach a majority vote on a motion. In the event of failure to reach a majority vote, the matter will be forwarded to the Town Council with a recommendation for denial. Nothing herein shall prevent any member from making a subsequent motion on any matter where a prior motion is not approved by a majority vote of all members present.
- (3) A member shall recuse himself, abstain from voting, and leave the dais during discussion and action whenever he has a conflict of interest in the item under consideration, as required by the Arizona Revised Statutes, A.R.S. § 38-501 to § 38-511.
- (4) Each member attending shall be entitled to one vote. The minutes of the proceedings shall indicate the vote of each member on every matter acted upon, and shall indicate any absence or failure to vote. No member shall be excused from voting except in compliance with Section III.D.3 of these bylaws.
- (5) When making a motion to approve, approve with modifications and/or conditions, revoke, or deny the request, the Commission shall make findings of fact required by Section 5.207: findings required of the Zoning Code. If not specifically stated, a motion to adopt or approve staff recommendations or simply to approve the action under consideration

shall be deemed to include adoption of all proposed findings and execution of all actions recommended in the staff report on file in the matter.

- (6) A member who is absent from any portion of a public hearing conducted by the Commission may not vote on the matter at the time it is acted upon by the Commission, unless he has reviewed the minutes or the recording of any portion of the hearing from which he was absent, and state for the record prior to voting that they deem himself to be familiar with the record. A member who misses only the presentation of the staff report may vote on the matter at the time it is acted upon by the Commission, provided that he states for the record that he read the staff report and is familiar with it.

E. Recommendation to Town Council

The Manager of the Planning and Development Division shall forward a recommendation to Town Council of the Commission's findings and/or actions and reasons therefore in writing with respect to the merits of the application within 30 days of the conclusion of the public hearing.

IV. OFFICIAL RECORDS

A. Retention of Files

The official records of the Commission shall include these rules and regulations, minutes and records of all Commission proceedings, which shall be kept and filed as public records in the office of the Town Clerk. All applications and other matters coming before the Commission shall be filed in the Planning and Development in accordance with that Division's general file system. Original papers of all applications and other matters shall be retained in compliance with the Town's Document Retention Schedule.

B. Recording of Meetings

All public meetings of the Commission will shall be recorded in written form. Any person desiring to have a meeting recorded by an electronic device or by a stenographic reporter, may do so at his own expense. Advance notice to the Manager of the Planning and Development Division to arrange facilities for such recording shall be made at least 72 hours prior to commencement of the meeting. Such recording shall not disrupt the proceedings and may, at the discretion of the chair, be stopped if it is disruptive.

V. AMENDMENTS

These bylaws may be amended by majority vote of Commission Members present at any meeting of the Commission provided that notice of said proposed amendment is given to each member in writing at least 5 days prior to said meeting. Such amendment shall become effective at the next meeting of the Commission.

DIVISION 6. - PLANNING AND ZONING COMMISSION

FOOTNOTE(S):

--- (10) ---

Cross reference— Planning and zoning department, § 2-211 et seq.; planning, ch. 50. ([Back](#))

Sec. 1-306. - Creation.

There is created a planning commission composed of seven regular members and one alternate member appointed by the council.

(Ord. No. 1214, § I, 10-26-99; Ord. No. 1400, § I, 6-11-02; Ord. No. 1624, § I, 2-1-05)

Sec. 1-307. - Membership; alternate commission member; terms of office.

The term of each regular member of the planning commission and of the alternate commission member shall be as set forth in section 5.103(a) of the Town of Gilbert Zoning Code.

(Code 1984, §§ 4-4-1(A), 4-4-2; Ord. No. 1214, § I, 10-26-99; Ord. No. 1400, § I, 6-11-02; Ord. No. 1624, § I, 2-1-05)

Sec. 1-308. - Powers and duties.

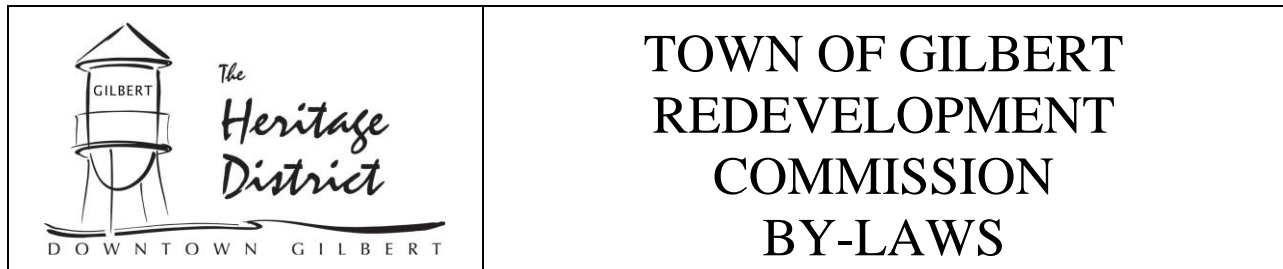
The planning commission shall have those powers necessary to fulfill its planning and advisory functions as provided for in section 5.103 of the Town of Gilbert Zoning Code.

(Code 1984, § 4-4-3; Ord. No. 1400, § I, 6-11-02; Ord. No. 1511, § I.2., 9-16-03; Ord. No. 1624, § I, 2-1-05)

Sec. 1-309. - Reserved.

Editor's note—

Ord. No. 1624, § X, adopted Feb. 1, 2005, repealed § 1-309, which pertained to advisory nature of recommendations and derived from Code 1984, § 4-4-3; Ord. No. 1400, § I, adopted June 11, 2002; Ord. No. 1511, § 1.2, adopted Sept. 16, 2003.



The Gilbert Redevelopment Commission (Commission) has been established pursuant to Resolution No. 1039.

I. ORGANIZATION

A. Officers and Staff:

1. The Mayor shall designate a Chairman and Vice Chairman from among the appointed members at the regular meeting held in November. See ARS §36-1476 attached as exhibit "A":
 - a. The term of Chairman and Vice Chairman shall be one (1) year and any member serving as Chairman or Vice Chairman shall be eligible for reappointment. No Chairman or Vice Chairman shall serve in the same capacity for more than two (2) consecutive one-year terms.
 - b. The Vice Chairman shall act as Chairman in the Chairman's absence. In the absence of the Chairman and Vice Chairman, the senior member, based upon years of membership, shall act as Chairman.
 - c. Any vacancy for Chairman or Vice Chairman as may occur for any reason shall be filled from the Commission membership by appointment by the Mayor and shall be effective for the remainder of the term.
 - d. The Chairman or Vice Chairman may be removed from office at any time by the Mayor.
 - e. If any member is absent for three (3) consecutive meetings or for inefficiency, neglect of duty or misconduct in office, said member may be removed by the Mayor, but only after a hearing and after the Commissioner has been given a copy of the charges at least ten (10) days prior to the hearing and had an opportunity to be heard in person or by counsel. A new member shall be appointed by the Council to fill the remainder of the Commissioner's term.
2. The Chairman shall preside at all meetings and hearings of the Commission, decide all points of order and procedure, and perform any duties required by law, ordinance, or these by-laws. The Chairman shall have the right to vote on all matters before the Commission, and shall also have the right to make or second motions in the absence of a motion, or a second.

3. The Town of Gilbert, Manager's Office, or his designated representative, shall serve the Commission as Secretary. The Gilbert Development Services Department staff shall furnish professional, technical advice and clerical services to the Commission.
4. The Commission may call upon Gilbert's Attorney, or the Attorney's designated representative, who shall have the responsibility of furnishing such legal advice on all points of order, procedure, or other matters as may be requested from time to time.

II. MEETINGS

A. Regular Meetings

1. Regular meetings shall be held on the third (3rd) -Wednesday of each month at 6:30 p.m. Whenever a legal holiday is the same as a meeting, such meeting shall either be canceled or rescheduled by motion and majority vote of the Commission.
2. Regular meetings of the Commission shall be open to the public and the minutes of its proceedings, showing the vote of the Commission and records of its examinations and other official actions, shall be filed in the office of the Town Clerk as a public record. For any matter under consideration, any person may submit written comments and if attending in person, may speak to the issue upon being recognized by the Chairman and stating his or her name and address and the names of any persons on whose behalf they are appearing.
3. When agenda items do not require a hearing, the Commission may, by a single consent motion, approve any number of actions where the Commission, staff, and applicant are in agreement and where, after call and invitation by the Chairman to do so, no member of the Commission or general public wishes to address any particular item designated for consent action by the Commission. Should any member of the Commission or public so request, the Commission shall then withdraw the item from the consent agenda for the purpose of public discussion and separate action.
4. Regular meetings of the Commission shall be held at Heritage Annex Building, 119 N. Gilbert Road, Gilbert, Arizona unless otherwise noticed and posted. At least twenty-four (24) hours notice shall be given to the general public by posting such notice at the Gilbert Municipal Center, the Southeast Regional Library, Perry Library and Heritage Annex, and otherwise in conformance with Arizona State law. The notice shall specify the time and place of the regular meeting and an agenda of the business to be transacted. Meeting agendas and the Commission's meeting schedule will also be available on the Town of Gilbert website--www.gilbertaz.gov.

B. Study Sessions:

Study sessions for any purpose may be held on the call of the Chairman or request of two or more members, or by Staff giving notice to all the members by phone, e-mail or other electronic means or personal delivery, or by verbal comment during a regular meeting, all at least twenty-four (24) hours before the meeting. At least twenty-four (24) hours notice shall be given to the general public by posting such notice at the Gilbert Municipal Center, the Southeast Regional Library, Perry Library and Heritage Annex, and otherwise in conformance with Arizona State law. The notice shall specify the time and place of the study session and an agenda of the business to be transacted.

C. Executive Sessions:

The Commission may hold an executive session closed to the public during a regular or special meeting to consider matters permissible in executive sessions pursuant to the laws of the State of Arizona.

D. Notice Of Meetings And Hearing:

1. Written notice of all meetings to Commission members shall be deposited in the mail, e-mail or other electronic means or delivered in person at least twenty-four (24) hours before the date of meeting; except that where required by an actual emergency, members may be notified by telephone by the Secretary.
2. Notice of time and place of any public hearing to be held by the Commission shall be given as required by State law and Town ordinances.
3. Hearings on all matters on which an action of the Commission is required by law, shall be open to the public. The applicant shall appear in his or her own behalf, or may be represented by counsel or agent.

E. Quorum:

A majority of the members of the Commission shall constitute a quorum for transacting business at any regular meeting. No action shall be taken at any regular meeting in the absence of a quorum, except to adjourn the meeting to a subsequent date. At a study session, any number of Commission members may hold discussion on agenda items.

F. Agenda:

An agenda shall be prepared by the Secretary for each regular meeting, study session, and executive session of the Commission. The agenda shall include the various matters of business as scheduled for consideration by the Commission.

G. Withdrawal Of Request:

An item may be withdrawn upon request to the Secretary, but no item shall be withdrawn after posting of hearing notice or legal ad published for notification prior to the public hearing thereon without formal consent of the Commission.

H. Field Trips:

The Commission may take field trips for purposes relevant to a public hearing or other matter under consideration. All Commission field trips shall be taken as part of a regular or special meeting, and all interested persons shall be afforded the opportunity to be present to hear any reports or comments. A record of the field trips indicate that the field trip was taken into consideration as evidence. Nothing herein shall prevent less than a quorum of the Commission, or Commission members individually at their own convenience and expense, from taking field trips which are related to an action or other matter being considered.

III. ORDERS OF BUSINESS

A. Parliamentary Procedure:

1. The Chairman shall call the Commission to order and a staff secretary shall record the members present and absent. The Chairman may call each matter of business in the order filed and shall announce the name of the action, and the nature of their request. Supporting evidence for and against each matter shall be presented to the Commission.
2. Unless otherwise provided in these By-laws, the Chairman shall conduct meetings as generally provided in Robert's Rules of Order unless such rules are suspended by majority vote of the Commission. The Chairman shall direct questions to any person speaking, in order to bring out all relevant facts, circumstances, and conditions affecting the matter being considered, and then call for questions from other members of the Commission and Staff.

B. Hearing Conduct:

1. The hearing need not be conducted according to technical, judicial Rules of Evidence. Any relevant evidence may be considered if it is the sort of evidence on which responsible persons are accustomed to rely in the conduct of serious affairs.
 - a. The Chairman may exclude irrelevant or redundant testimony and may make such other rulings as may be necessary for the orderly conduct of the proceedings, while ensuring basic fairness and a full airing of the issues involved.
 - b. Any written evidence supporting the approval or denial of an application shall be submitted to the Development Services Department prior to the public hearing and/or to the Commission prior to or during the public hearing.
2. The Commission may continue the hearing up to ninety (90) days on any action or other matter for which an applicant fails to appear unless the applicant has requested in writing that the Commission act without him or her being present at the hearing; provided, however, the Commission may hear those persons requesting to speak in response to the notice of hearing.

A member who is absent from any portion of a hearing conducted by the Commission may vote on the matter at the time it is acted upon by the Commission, provided that he has listened to the tape recording made or reviewed the minutes of, any portion of the hearing from which he was absent, and state for the record prior to voting that he deems himself to be familiar with the record. A member who misses only the presentation of the staff report may vote on that matter at the time it is acted upon by the Commission, provided that he states for the record that he has read the staff report and is familiar with it.

3. In order to expedite the conduct of the hearing, the Chairman may limit the amount of time which a person may use in addressing the hearing body. The Chairman may also limit the speakers or testimony upon a particular issue in order to avoid repetitious and cumulative evidence.
4. The burden of proof of all legal prerequisites to the action sought shall be upon the party requesting such action.

C. Voting:

1. After all evidence has been submitted to the Commission, each action shall be heard, considered and acted upon in public meeting.
2. In taking action on any matter, the Commission may grant approval, grant approval with conditions, modify the request so as to make more restrictive, or deny the item altogether. In these actions, the Commission shall be guided by the provisions of the Town of Gilbert General Plan and elements thereof, the Heritage District Redevelopment Plan, Heritage District Overlay Zoning Ordinance, and other development standards, policies, and documents as adopted by the Town of Gilbert.
3. By majority vote, the Commission may defer action on any matter when it concludes that additional time for further study or input is necessary. If continued, any public hearing shall be continued to a date certain; if tabled, any public hearing shall be subject to the requirements of readvertising and renote as if a new action were being considered and upon majority vote by the Commission to remove it from the table.
4. A majority vote of those Commission members present and voting shall be required to take official action including but not limited to, the adopting of policy or submitting recommendations. When a motion in favor of any action or other matter fails to receive an affirmative vote, it shall be entered in the minutes as a vote to deny the action being considered if there is no other motion on the matter. In the event that there is no motion, or the motion dies for lack of a second, it shall be entered into the minutes as a denial of the action being considered if there is no other motion on the matter. Nothing herein shall prevent any member from making a subsequent motion on any matter where a prior motion is not approved by a majority vote of all members present.
5. A member shall disqualify himself or herself and abstain from voting whenever he or she has, or may have, a conflict of interest in the action under consideration, as described and provided by the Arizona Revised statutes (ARS §36-1477). See ARS §36-1477 attached as Exhibit "B". The Town Policy of Public Officials related to conflict of interest may be used as a general guideline. See Town of Gilbert Policy Handbook for Public Officials attached as exhibit "C".
6. Each member attending shall be entitled to one (1) vote. The minutes of the proceedings shall indicate the vote of the Commission on every matter acted upon, and shall indicate any absence or failure to vote. No member shall be excused from voting except on matters involving the consideration of his own official conduct, or such matters as referred to in Section III C (5) of these by-laws.
7. A motion to adopt or approve staff recommendations or simply to approve the action under consideration shall, unless otherwise particularly specified, be deemed to include adoption of all proposed findings and execution of all actions recommended in the staff report on file in the matter.

D. Recommendation To Town Council:

The Commission shall forward a recommendation to Town Council of its findings and/or action (s) in writing with respect to the merits of the action within thirty (30) days of the conclusion of the public hearing at which action is taken by the Commission.

IV. OFFICIAL RECORDS

A. Retention Of Files:

The official records of the Commission shall include these rules and regulations, minutes of meetings, resolution, and its adopted reports, which shall be deposited with the office of the Town Clerk and which shall be available for public inspection during customary office hours. All actions and other matters coming before the Commission shall be filed in the Development Services Department in accordance with that department's general file system. Original papers of all actions and other matters shall be retained for not less than five (5) years after date of action. Thereafter, such matters may be microfilmed, along with other special matters as the Secretary deems essential, for permanent record.

B. Recording Of Meetings:

All public meetings of the Commission may be recorded by electronic device. Any person desiring to have a meeting recorded by an electronic device or by a stenographic reporter, at his or her own expense, may do so, provided that he or she consults the Commission's Secretary to arrange facilities for such recording prior to the commencement of the meeting, or does not otherwise disrupt the proceedings.

V. AMENDMENTS

These by-laws may be amended by majority vote at any meeting of the Commission's provided that notice of said proposed amendment is given to each member in writing at least five (5) days prior to said meeting. Such amendment shall be subject to ratification by the Town Council and, if so approved, shall become effective at the next regular meeting of the Commission after ratification.

Approved by Commission 08.18.10
Ratified by Council 09.09.10

EXHIBIT “A”

FROM: ARIZONA REVISED STATUTES as of June 21, 2001, PUBLIC HEALTH AND SAFETY §36-1476. Redevelopment Commission

- A. In addition to the other powers conferred by this article a municipality by resolution of its governing body may create a redevelopment commission, which shall be an agent of the municipality for the exercise of such powers of the municipality under this article.
- B. If the governing body of a municipality adopts a resolution as described in subsection A of this section, the mayor, by and with the advice and consent of the governing body, shall appoint a board of commissioners for the redevelopment commission, which shall consist of five commissioners. Three of the commissioners first appointed pursuant to this article shall be designated to serve for terms of one, two and three years respectively, and two commissioners shall be appointed for four years each, from the date of their appointment. After the initial appointment of commissioners, members of the commission shall be appointed for a term of office of four years, except that all vacancies shall be filled for the unexpired term.
- C. A commissioner is not eligible to receive compensation but is eligible to receive reimbursement of expenses. Each commissioner shall hold office until his successor has been appointed and has qualified. A certificate of the appointment or reappointment of any commissioner shall be filed with the clerk of the municipality and is conclusive evidence of the due and proper appointment.
- D. The powers delegated by a municipality to a redevelopment commission shall be exercised by the commissioners. A majority of the commissioners constitutes a quorum for the purpose of conducting business and exercising the powers of the commission and for all other purposes. Action may be taken by the commission upon a vote of a majority of the commissioners present. Any person may be appointed as a commissioner if the person resides within the area of operation of the commission and is otherwise eligible under this article.
- E. The mayor shall designate a chairman and vice chairman from among the commissioners. A commission may be authorized by the local governing body to employ an executive director, technical experts and other officers, agents and employees, permanent and temporary, as it requires, and to determine their qualifications, duties and compensation. For legal services a commission may, with approval of the mayor, call upon the chief law officer of the municipality or it may be authorized by the local governing body to employ its own counsel and legal staff. A commission shall file a report of its activities with the local governing body periodically as the local governing body requires, but at least once a year, and shall make recommendations regarding additional legislation or other action that may be necessary to enable it to carry out the purposes of this article.
- F. For inefficiency or neglect of duty or misconduct in office, a commissioner may be removed by the mayor, but a commissioner shall be removed only after a hearing and after the commissioner has been given a copy of the charges at least ten days prior to the hearing and had an opportunity to be heard in person or by counsel.

EXHIBIT “B”

FROM: ARIZONA REVISED STATUTES as of June 21, 2001, PUBLIC HOUSING
§36-1477 Interest of public officials, commissioners or employees in project prohibited

- A. A public official of a municipality, commissioner or employee of a housing authority or redevelopment commission to which the powers of a municipality have been delegated pursuant to this article, shall not voluntarily acquire any interest, direct or indirect, in a redevelopment project or in any property included or planned to be included in a redevelopment project of the municipality or in any contract or proposed contract in connection with a redevelopment project. If an acquisition is not voluntary, the interest acquired shall be immediately disclosed in writing to the local governing body and the disclosure shall be entered upon the minutes of the governing body.

- B. If any such official, commissioner or employee presently owns or controls, or owned or controlled within the preceding two years, any interest, direct or indirect, in any property which the person knows is included or planned by the municipality to be included in any redevelopment project, the person shall immediately disclose this fact in writing to the local governing body, and this disclosure shall be entered upon the minutes of the governing body. The person shall not participate in any action by the municipality, housing authority or commission affecting property. Any violation of this section shall constitute misconduct in office.

EXHIBIT “C”

TOWN OF GILBERT POLICY HANDBOOK FOR PUBLIC OFFICIALS

GUIDELINES FOR PUBLIC OFFICIALS

Being a public official can be a very challenging and rewarding experience. There are few ways to contribute more to good government and good community development. The people have put their trust in you. You have both an opportunity and a responsibility to hold that trust sacred.

Elected and appointed public officials of the Town must be ethical in official business where there may be a conflict of interest. The following information is provided as a guide against which Council members and Commissioners/Board members may measure their actions.

Never use information received in the performance of duty as a means for making private profit or advancing the financial interest of others.

Never discriminate unfairly by the dispensing of special favors or privileges to anyone, whether for remuneration or not.

Do not accept gifts or benefits which could be construed by reasonable persons as influencing the performance of official duties.

Exercise caution so that a statement cannot be construed as a promise which would be binding upon the duties of office, inasmuch as private word can be binding on public duty.

Avoid negotiations entered into by the Town involving sale of land, goods or materials while acting in the capacity of a public official. In the event this occurs, certain guidelines must be observed.

CODE OF ETHICS FOR PUBLIC OFFICIALS

The proper operation of municipal government requires that public officials be independent, impartial and responsible to the people; that governmental decisions and policy be made in the proper channels of the governmental structure, and that public office not be used for personal gain.

RESPONSIBILITIES OF PUBLIC OFFICE

Public officials are bound to uphold the Constitution of the United States and the Constitution of the State of Arizona and to carry out the laws of the nation, state and municipality. Public officials are bound to observe in their official acts high standards of morality and to discharge faithfully the duties of their offices regardless of personal considerations, recognizing that the public interests must be their primary concern, and that conduct in their official and private affairs should be above reproach.

DEDICATED SERVICE

Public officials should not exceed their authority or breach the law or ask others to do so. They should work in full cooperation with other public officials and employees unless prohibited from so doing by law or officially recognized confidentiality of their work.

FAIR AND EQUAL TREATMENT

Preferential consideration of the request or petition of any individual citizen, or groups of citizens, should not be given. No person should receive special advantages beyond that which are available to any other citizen.

USE OF PUBLIC PROPERTY

No official shall request or permit the use of Town owned vehicles, equipment, materials or property for personal convenience or profit, except when such services are available to the public generally, or are provided as municipal policy for the use of such official in the conduct of official business. No public official shall use the time of any Town employee during working hours for personal convenience or profit.

OBLIGATIONS TO CITIZENS

No public official in the course of official duties shall grant any special consideration, treatment, or advantage to any citizen beyond that which is available to every other citizen in the same circumstances.

DIVISION 3. - SLUM CLEARANCE AND REDEVELOPMENT COMMISSION

FOOTNOTE(S):

--- (7) ---

Cross reference— Environment, ch. 30. ([Back](#))

Sec. 1-251. - Creation; composition.

There is created a redevelopment commission composed of five members appointed by the mayor, as set forth in section 5.109 of the Town of Gilbert Zoning Code.

(Ord. No. 1400, § I, 6-11-02; Ord. No. 1624, § I, 2-1-05)

Sec. 1-252. - Terms of office; residence.

The term of each member of the commission shall be as set forth in section 5.109 of the Town of Gilbert Zoning Code. Members shall reside within the town and meet all requirements of A.R.S. tit. 36, ch. 12, art. 3 for membership on the commission and of section 5.109 of the Town of Gilbert Zoning Code.

(Ord. No. 1400, § I, 6-11-02; Ord. No. 1624, § I, 2-1-05)

Sec. 1-253. - Powers and duties.

The commission shall have all the powers conferred upon municipalities by the provisions of A.R.S. tit. 36, ch. 12, art. 3, and the powers and duties set forth in section 5.109 of the Town of Gilbert Zoning Code.

(Ord. No. 1400, § I, 6-11-02;; Ord. No. 1624, § I, 2-1-0)

Sec. 1-254. - Removal from office.

A commissioner may be removed from office by the mayor as set forth in section 5.109 of the Town of Gilbert Zoning Code.

(Ord. No. 1555, § I, 4-27-04; Ord. No. 1624, § I, 2-1-05)

Secs. 1-255—1-270. - Reserved.

ARTICLE IV. MEETING OF DIRECTORS

Section 1. Regular Annual Meeting. The regular annual meeting of the Board of Directors shall be held DURING THE MONTH OF ~~on the second Monday~~ in January of each year, beginning with the year 1997 at such place within the Town of Gilbert, Arizona, or such other place within the State of Arizona, as is specified in the notice of the meeting for the purpose of appointing officers and passing upon reports for the previous fiscal year and for the purpose of transacting such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work as a forfeiture or dissolution of the Corporation and in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

Amendment approved by
Council 11/7/2013

BYLAWS OF
TOWN OF GILBERT, ARIZONA PUBLIC FACILITIES MUNICIPAL
PROPERTY CORPORATION

ARTICLE I. CORPORATION, OFFICE AND SEAL

Section 1. The Corporation. The Corporation is a non-profit corporation organized under Title 10, Chapter 24, Arizona Revised Statutes, as amended.

Section 2. Office. The principal office of the Corporation shall be located at the Municipal Center of the Town of Gilbert, Arizona, 1025 South Gilbert Road, Gilbert, Arizona 85296.

Section 3. Seal. The Corporation shall have a common seal consisting of "TOWN OF GILBERT, ARIZONA PUBLIC FACILITIES MUNICIPAL PROPERTY CORPORATION;" and in the center, "An Arizona Nonprofit Corporation, Incorporated, on _____, 2001."

ARTICLE II. RIGHTS AND LIABILITIES OF DIRECTORS

Section 1. Interest of Directors and Officers. No director or officer of the Corporation shall have any right, title or interest in or to any property or assets of the Corporation either prior to, during, or at the time of any liquidation or dissolution of the Corporation.

Section 2. Liability of Directors and Officers for Debts. The private property of the directors and officers of the Corporation shall be exempt from execution or other liability for any debts of the Corporation, and no director shall be liable or responsible for any debts or liabilities of the Corporation.

ARTICLE III. DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by a board of five (5) directors which shall exercise full power to conduct, manage and direct the business and affairs of the Corporation.

Section 2. Election and Tenure of Office. The Board of Directors shall be appointed by the governing body of the Town of Gilbert, Arizona. The initial Board of Directors shall be divided into two (2) groups of directors, respectively, the first group to serve for three (3) years and the second group to serve for two (2) years. Upon expiration of each initial term, successor directors shall be appointed to serve for terms of three years. Each director shall be a resident of the Town of Gilbert, Arizona, or shall become such a resident before they vote on any matter, and shall hold office until the next annual meeting of the directors at which his term expires and until his successor shall have been appointed by the governing body of the Town of Gilbert, Arizona, and shall have qualified.

Section 3. Vacancies. A vacancy in the Board of Directors occurring by reason of death, resignation or removal shall be filled by the governing body of the Town of Gilbert, Arizona. The failure to fill any vacancy on the Board of Directors shall not operate to reduce the size of the Board of Directors.

Section 4. Removal of Directors. The Board of Directors, or any member thereof, may be removed from office, with or without cause, by the governing body of the Town of Gilbert, Arizona.

Section 5. Compensation. Neither directors, officers nor close relatives of a director or an officer shall receive any salary or other compensation for their services.

ARTICLE IV. MEETINGS OF DIRECTORS

Section 1. Regular Annual Meeting. The regular annual meeting of the Board of Directors shall be held on the fourth Monday in January of each year, beginning with the year 2002 at such place within the Town of Gilbert, Arizona, or such other place within the State of Arizona, as is specified in the notice of the meeting for the purpose of appointing officers and passing upon reports for the previous fiscal year and for the purpose of transacting such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work as a forfeiture or dissolution of the Corporation and in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the president or by any director, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as provided at Section 3 of this Article. The president or the director calling the meeting shall fix the time and place in the Town of Gilbert, Arizona, for the holding of the meeting.

Section 3. Notice of Directors' Meetings. Written notice of the time and place of each annual meeting shall be given to each director and to the Town Clerk of the governing body of the Town of Gilbert, Arizona, at least five (5) days before such meeting, either personally or by mail, by the secretary or by the president or at the direction of either of them. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be delivered or given to each director and to the Town Clerk of the governing body of the Town of Gilbert, Arizona, not less than forty-eight (48) hours prior thereto, either personally or by mail, by or at the direction of the secretary or of the president. If notice of a meeting is mailed, such notice shall be deemed to be delivered the second (2nd) day following the day it was deposited in the United States mail, postage prepaid, addressed to the director or to the Town Clerk of the governing body, as appropriate, at his address as it appears on the records of the Corporation.

Section 4. Quorum. A majority of the then members of the Board of Directors shall constitute a quorum, provided that if less than such majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time. The

act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors as to all matters.

Section 5. Participation in Meetings. The governing body of the Town of Gilbert, Arizona, shall be entitled to make recommendations to the Board of Directors with respect to any matter at any meeting thereof. Each member of the governing body of the Town of Gilbert, Arizona, and any official of the Town of Gilbert, Arizona, designated by the governing body of the Town of Gilbert, Arizona, shall have the right to attend any meeting of the Board of Directors with the right of debate, but they shall not be entitled to vote on any matter considered by the Board of Directors unless, aside from being any of the foregoing with respect to the Town of Gilbert, Arizona, they are a member of the Board of Directors.

ARTICLE V. OFFICERS

Section 1. Number and Qualifications. The officers of the Corporation shall be a president, a vice president, a secretary-treasurer and such other officers as may be determined by the Board of Directors from time to time; each of whom shall be a member of the Board of Directors, and they shall perform such duties as may be designated by the Board of Directors.

Section 2. Election and Term of Office. The officers shall be appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall have been appointed and qualified. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

Section 3. President. The president:

a. shall be the principal executive officer of the Corporation, and unless otherwise determined by the members of the Board of Directors, shall preside at all meetings of the Board of Directors;

b. may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and

c. shall in general perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice President. In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the president.

The vice president shall also perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 5. Secretary-Treasurer. The secretary-treasurer shall:

- a. keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose;
- b. see that all notices are duly given in accordance with these Bylaws or as required by law;
- c. be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws;
- d. keep a register of the names and post office addresses of all directors;
- e. keep general charge of the books of the Corporation;
- f. keep on file at all times a complete copy of the Articles of Incorporation of the Corporation and these Bylaws containing all amendments thereto (which copy shall always be open to the inspection of any director);
- g. in general, perform all duties incident to the office of secretary, and such other duties as from time to time may be prescribed by the Board of Directors;
- h. have charge and custody of and be responsible for all funds and securities of the Corporation;
- i. be responsible for the receipt of and the issuance of receipts for all moneys due and payable to the Corporation and for the deposit of all such moneys in the name of the Corporation in such depositories as shall be selected by the Board of Directors; and
- j. in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be prescribed by the Board of Directors.

ARTICLE VI. NONPROFIT CORPORATION

The Corporation shall at all times be operated on a non-profit basis, and no part of the income or assets of the Corporation shall be distributed to, or inure to the benefit of, any director or officer.

ARTICLE VII FINANCIAL TRANSACTIONS

Section 1. Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of monies, and all notes, bonds or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each and every year and shall end on the last day of June the following year.

ARTICLE VIII MISCELLANEOUS

Section 1. Waiver of Notice. Any director may waive in writing any notice of a meeting required by these Bylaws to be given. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting by such director, except in case a director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Notice required to be given under Article IV hereof to the Town Clerk of the governing body of the Town of Gilbert, Arizona, may be waived in writing by all members of the governing body of the Town of Gilbert, Arizona.

Section 2. Rules and Regulations. The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation of the Corporation or these Bylaws, as it may deem desirable for the management of the business and affairs of the Corporation.

Section 3. Accounting System and Reports. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system.


ARTICLE IX AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors of the Corporation, at any regular or special meeting, provided however, that no amendment to these Bylaws shall be effective until such amendment shall have

been approved by the governing body of the Town of Gilbert, Arizona, in the manner provided in Article XII of the Articles of Incorporation of the Corporation.

CERTIFICATION

I hereby certify that the foregoing Bylaws were adopted by the Board of Directors of the corporation at a meeting called for that purpose on the 21st day of *May* 2001.



President

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Chapter 3 - SELF-INSURANCE PROGRAM

ARTICLE I. - IN GENERAL

Secs. 3-1—3-20. - Reserved.

ARTICLE II. - HEALTH BENEFITS

Sec. 3-21. - Definitions.

The following words, terms and phrases, when used in this chapter, shall have the meanings ascribed to them in this section, except where the context clearly indicates a different meaning.

Administrator means the risk management consultant or insurance administrator appointed by the council. Any administrator appointed hereunder shall be licensed pursuant to Arizona Revised Statutes Title 20, Chapter 2, Articles 3 or 9 and such license shall be verified by the council.

Health benefit plan means the plan or plans of specified group health care benefits approved by the council pursuant to section 3-23. Health benefit plan includes any amendments, endorsements or riders attached to a health benefit plan.

Trust means the Town of Gilbert, Arizona Self-Insured Trust Fund for Health Insurance Benefits.

Trustees or *trustee* means individuals appointed by the council to administer the trust.

(Ord. No. 1487, § I, 6-24-03)

Sec. 3-22. - Creation of trust; funding

- (a) The trust shall be created by approval by the council of the Town of Gilbert, Arizona Self-Insured Trust Fund for Health Insurance Benefits.
- (b) The trust may be funded by allocation of funds from general fund and other available financial techniques and methods permissible under state or federal law and authorized by the council. The funds deposited to the trust shall not be subject to the provisions of Title 42, Chapter 17, Article 3, as amended.
- (c) The trust shall be audited annually by an external auditor as part of the town's annual audit. The audit report shall be a permanent record of the town.

(Ord. No. 1487, § I, 6-24-03; Ord. No. 2316, § I, 12-16-10)

Sec. 3-23. - Approval of health benefit plan.

The health benefit plan shall be approved by the council annually or more often as determined by the council.

(Ord. No. 1487, § I, 6-24-03)

Sec. 3-24. - Trustees.

- (a) The trust shall be administered by no less than five joint trustees appointed by the council pursuant to A.R.S. § 11-981. All trustees shall be residents of the town. Trustees shall serve at the pleasure of the council. Terms of trustees shall be three years and terms shall be staggered so that no more than two trustees shall serve the same term.

- (b) The resignation, incompetency, death or termination of any or all of the trustees shall not terminate the trust or affect its continuity. During a vacancy, the remaining trustees may exercise the power of the trustees hereunder. Vacancies among the trustees shall be filled by appointment by council for the remainder of the vacant term.
- (c) The trustees shall meet as frequently, but not less than semi-annually, as they shall determine necessary and appropriate. Meetings shall comply with the open meeting laws of the State of Arizona.

(Ord. No. 1487, § I, 6-24-03; Ord. No. 2316, § I, 12-16-10)

Sec. 3-25. - Powers and duties of trustees.

The trustees shall establish necessary policies, rules, and procedures to enable the trust to do all such lawful acts and things which are permitted by statute, this chapter, and the health benefit plan, consistent with the adopted town budget. The trustees:

- (1) May adopt policies, rules and procedures for the administration of the trust; provided, however, that such policies, rules and procedures may not be inconsistent with the provisions of this chapter, the health benefit plan, or applicable state and federal law and regulations.
- (2) May procure consulting services not to exceed \$100,000.00 annually if authorized in the budget adopted by the council.
- (3) Shall comply with the terms and conditions set forth in an agreement between the trustees and the council related to the trust.

(Ord. No. 1487, § I, 6-24-03; Ord. No. 2316, § I, 12-16-10)

Sec. 3-26. - Non-liability and indemnification.

- (a) Except as otherwise provided by law, the trustees shall not be liable individually for any act or omission of the trustees or representatives of the trustees for negligence, error in judgment, or any act or omission, except his or her own non-feasance, bad faith, or gross negligence, in the conduct of his or her duties. Every act or thing done or omitted, and power exercised or obligation incurred by the trustees in the administration of the trust, or in connection with any business or property of the trust, in his or her capacity as trustee, shall be deemed done, omitted, exercised, or incurred by the trustee acting under the powers and duties imposed on the trustee under the provisions of this chapter; and, upon any debt, claim, demand judgment, decree, or obligation of any nature whatsoever against or incurred by the trustee in his or her capacity as such, whether founded upon contract or tort, recourse shall be had solely to the property of the trust. Nothing contained in this trust shall protect the trustees or agents or representatives of the trust against liability to the trust, or to the beneficiaries thereof for willful misfeasance, gross negligence or bad faith in the conduct of his or her duty.
- (b) The trust shall indemnify, defend and hold harmless the trustees from and against all claims and liabilities, whether they proceed to judgment or are settled, to which the trustee may become subject, by reason of his or her being or having been the trustee, or by reason of any action alleged to have been taken or omitted by him or her, as trustee, and shall reimburse him or her for all legal and other expenses reasonably incurred by him or her in connection with any such claim or liability; provided, however, that the trustee shall be indemnified or reimbursed under the foregoing provisions in relation to any matter, unless it shall have been adjudicated that his or her action or omission constituted non-feasance, bad faith, or gross negligence in the conduct of his or her duties, or, unless, in the absence of such an adjudication, the trust shall have received a written opinion from the town attorney to the effect that if the matter of nonfeasance, bad faith, or gross negligence, in the conduct of duties had been adjudicated, it would have been adjudicated in favor of the trustee. The rights accruing to the trustee under these provisions shall not exclude any other right to which he or she may be lawfully entitled, nor anything herein contained, restrict the right of the trust to indemnify or reimburse the trustee in any proper cause, even though not specifically provided for herein;

provided, that the trustee may satisfy any right of indemnity or reimbursement granted herein, or to which he may be otherwise entitled, except as provided by law.

(Ord. No. 1487, § I, 6-24-03)

Sec. 3-27. - Administrator.

The administrator shall be appointed through the approval of an administrative services agreement for the administration of the health benefit plan.

(Ord. No. 1487, § I, 6-24-03)

Sec. 3-28. - Powers and duties of administrator.

The administrator shall administer the health benefit plan in accordance with the administrative services agreement.

(Ord. No. 1487, § I, 6-24-03)

ARTICLE IV. MEETING OF DIRECTORS

Section 1. Regular Annual Meeting. The regular annual meeting of the Board of Directors shall be held DURING THE MONTH OF ~~on the second Monday~~ in January of each year, beginning with the year 1997 at such place within the Town of Gilbert, Arizona, or such other place within the State of Arizona, as is specified in the notice of the meeting for the purpose of appointing officers and passing upon reports for the previous fiscal year and for the purpose of transacting such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work as a forfeiture or dissolution of the Corporation and in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

Amendment approved by
Council 11/7/2013

BYLAWS OF
TOWN OF GILBERT, ARIZONA
WATER RESOURCES MUNICIPAL PROPERTY CORPORATION

ARTICLE I. CORPORATION, OFFICE AND SEAL

Section 1. The Corporation. The Corporation is a non-profit corporation organized under Title 10, Chapter 22, Arizona Revised Statutes, as amended.

Section 2. Office. The principal office of the Corporation shall be located at the Town Hall of the Town of Gilbert, Arizona, 1025 South Gilbert Road, Gilbert, Arizona 85296.

Section 3. Seal. The Corporation shall have a common seal consisting of "TOWN OF GILBERT, ARIZONA WATER RESOURCES MUNICIPAL PROPERTY CORPORATION," and in the center, "An Arizona Nonprofit Corporation, Incorporated, on _____, 1997."

ARTICLE II. RIGHTS AND LIABILITIES OF DIRECTORS

Section 1. Interest of Directors and Officers. No Director or officer of the Corporation shall have any right, title or interest in or to any property or assets of the Corporation either prior to, during, or at the time of any liquidation or dissolution of the Corporation.

Section 2. Liability of Directors and Officers for Debts. The private property of the directors and officers of the Corporation shall be exempt from execution or other liability for any debts of the Corporation, and no director shall be liable or responsible for any debts or liabilities of the Corporation.

ARTICLE III. DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed by a board of not less than five (5) directors which shall exercise full power to conduct, manage and direct the business and affairs of the Corporation.

Section 2. Election and Tenure of Office. The Board of Directors shall be appointed by the governing body of the Town of Gilbert, Arizona. The initial Board of Directors shall be divided into two (2) groups of directors, respectively, the first group to serve for three (3) years and the second group to serve for two (2) years. Upon expiration of each initial term, successor directors shall be appointed to serve for terms of three years. Each director shall be a resident of the Town of Gilbert, Arizona, or shall become such a resident before they vote on any matter, and shall hold office until the next annual

meeting of the directors at which his term expires and until his successor shall have been appointed by the governing body of the Town of Gilbert, Arizona, and shall have qualified.

Section 3. Vacancies. A vacancy in the Board of Directors occurring by reason of death, resignation or removal shall be filled by the governing body of the Town of Gilbert, Arizona. The failure to fill any vacancy on the Board of Directors shall not operate to reduce the size of the Board of Directors.

Section 4. Removal of Directors. The Board of Directors, or any member thereof, may be removed from office, with or without cause, by the governing body of the Town of Gilbert, Arizona.

Section 5. Compensation. Neither directors, officers nor close relatives of a director or an officer shall receive any salary or other compensation for their services.

ARTICLE IV. MEETINGS OF DIRECTORS

Section 1. Regular Annual Meeting. The regular annual meeting of the Board of Directors shall be held on the second Monday in January of each year, beginning with the year 1997 at such place within the Town of Gilbert, Arizona, or such other place within the State of Arizona, as is specified in the notice of the meeting for the purpose of appointing officers and passing upon reports for the previous fiscal year and for the purpose of transacting such other business as may come before the meeting. Failure to hold the annual meeting at the designated time shall not work as a forfeiture or dissolution of the Corporation and in the event of such failure, the annual meeting shall be held within a reasonable time thereafter.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by the president or by any director, and it shall thereupon be the duty of the secretary to cause notice of such meeting to be given as provided at Section 3 of this Article. The president or the director calling the meeting shall fix the time and place in the Town of Gilbert, Arizona, for the holding of the meeting.

Section 3. Notice of Directors' Meetings. Written notice of the time and place of each annual meeting shall be given to each director and to the City Clerk of the governing body of the Town of Gilbert, Arizona, at least five (5) days before such meeting, either personally or by mail, by the secretary or by the president or at the direction of either of them. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be delivered or given to each director and to the City Clerk of the governing body of the Town of Gilbert, Arizona, not less than forty-eight (48) hours prior thereto, either personally or by mail, by or at the

direction of the secretary or of the president. If notice of a meeting is mailed, such notice shall be deemed to be delivered the second (2nd) day following the day it was deposited in the United States mail, postage prepaid, addressed to the director or to the City Clerk of the governing body, as appropriate, at his address as it appears on the records of the Corporation.

Section 4. Quorum. A majority of the then members of the Board of Directors shall constitute a quorum, provided that if less than such majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors as to all matters.

Section 5. Participation in Meetings. The governing body of the Town of Gilbert, Arizona, shall be entitled to make recommendations to the Board of Directors with respect to any matter at any meeting thereof. Each member of the governing body of the Town of Gilbert, Arizona, and any official of the Town of Gilbert, Arizona, designated by the governing body of the Town of Gilbert, Arizona, shall have the right to attend any meeting of the Board of Directors with the right of debate, but they shall not be entitled to vote on any matter considered by the Board of Directors unless, aside from being any of the foregoing with respect to the Town of Gilbert, Arizona, they are a member of the Board of Directors.

ARTICLE V. OFFICERS

Section 1. Number and Qualifications. The officers of the Corporation shall be a president, a vice president, a secretary-treasurer and such other officers as may be determined by the Board of Directors from time to time, each of whom shall be a member of the Board of Directors, and they shall perform such duties as may be designated by the Board of Directors.

Section 2. Election and Term of Office. The officers shall be appointed annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall have been appointed and qualified. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

Section 3. President. The president:

a. shall be the principal executive officer of the Corporation, and unless otherwise determined by the members of the Board of Directors, shall preside at all meetings of the Board of Directors;

b. may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts, or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and

c. shall in general perform all duties incident to the office of the president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice President. In the absence of the president or in the event of his or her inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the president. The vice president shall also perform such other duties as from time to time may be prescribed by the Board of Directors.

Section 5. Secretary-Treasurer. The secretary-treasurer shall:

a. keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose;

b. see that all notices are duly given in accordance with these Bylaws or as required by law;

c. be custodian of the corporate records and of the seal of the Corporation and affix the seal of the Corporation to documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws;

d. keep a register of the names and post office addresses of all directors;

e. keep general charge of the books of the Corporation;

f. keep on file at all times a complete copy of the Articles of Incorporation of the Corporation and these Bylaws containing all amendments thereto (which copy shall always be open to the inspection of any director);

g. in general, perform all duties incident to the office of secretary, and such other duties as from time to time may be prescribed by the Board of Directors;

h. have charge and custody of and be responsible for all funds and securities of the Corporation;

i. be responsible for the receipt of and the issuance of receipts for all moneys due and payable to the

Corporation and for the deposit of all such moneys in the name of the Corporation in such depositories as shall be selected by the Board of Directors; and

j. in general, perform all duties incident to the office of treasurer and such other duties as from time to time may be prescribed by the Board of Directors.

ARTICLE VI. NONPROFIT CORPORATION

The Corporation shall at all times be operated on a non-profit basis, and no part of the income or assets of the Corporation shall be distributed to, or inure to the benefit of, any director or officer.

ARTICLE VII. FINANCIAL TRANSACTIONS

Section 1. Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of monies, and all notes, bonds or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents, employee or employees of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July of each and every year and shall end on the last day of June the following year.

ARTICLE VIII. MISCELLANEOUS

Section 1. Waiver of Notice. Any director may waive in writing any notice of a meeting required by these Bylaws to be given. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting by such director, except in case a director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened. Notice required to be given under Article IV hereof to the City Clerk of the governing body of the Town of Gilbert, Arizona, may

be waived in writing by all members of the governing body of the Town of Gilbert, Arizona.

Section 2. Rules and Regulations. The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation of the Corporation or these Bylaws, as it may deem desirable for the management of the business and affairs of the Corporation.

Section 3. Accounting System and Reports. The Board of Directors shall cause to be established and maintained, in accordance with generally accepted principles of accounting, an appropriate accounting system.

ARTICLE IX. AMENDMENTS

These Bylaws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors of the Corporation, at any regular or special meeting, provided however, that no amendment to these Bylaws shall be effective until such amendment shall have been approved by the governing body of the Town of Gilbert, Arizona, in the manner provided in Article XII of the Articles of Incorporation of the Corporation.

CERTIFICATION

I hereby certify that the foregoing Bylaws were adopted by the Board of Directors of the corporation at a meeting called for that purpose on the 5 day of February, 1997.



President

CODE OF GILBERT

ARTICLE IV. BOARDS, COMMISSIONS AND COMMITTEES

DIVISION 1. GENERALLY

Sec. 1-201. Appointment.

The council may appoint such standing and special committees, commissions and boards as it deems necessary. Members of town committees, commissions and boards serve at the pleasure of the council.

(Code 1984, § 4-1-1; Ord. No. 1400, § I, 6-11-02)

Sec. 1-202. Powers and duties.

The powers and duties of such committees, commissions and boards may be prescribed by ordinance, order or resolution of the council.

(Code 1984, § 4-1-2; Ord. No. 1400, § I, 6-11-02)

Sec. 1-203. Meetings.

- (a) Following creation of a committee, commission or board, such committee, commission or board shall meet within 30 days to organize itself by electing a chairman and vice-chairman from its members.
- (b) Such committee, commission or board shall generally meet monthly, unless there is no business to come before the committee, commission or board, and shall make such report to the council as may be required. Special meetings may be held at any time upon the call of the chairman or upon the call of the clerk at the request of a majority of the members of such committee, commission or board.
- (c) All meetings shall comply with the open meeting laws of the state.

(Code 1984, § 4-1-3; Ord. No. 1400, § I, 6-11-02)

State law references: Open meeting requirements, A.R.S. § 38-431 et seq.

Sec. 1-204. Vacancies; removal from office.

- (a) In the event of death, resignation or removal of any member of a committee, commission or board, the council shall appoint a new member to serve for the unexpired portion of the term vacated.
- (b) Except for members of the Slum Clearance and Redevelopment Commission, if any member shall be absent for three consecutive meetings or absent from fifty percent or more meetings during any six month period, his office shall be automatically vacated. Attendance at meetings must be reported to the Town Clerk within twenty four (24) hours of the meeting. The Town Clerk shall notify the member in writing by certified, return receipt mail that the office has been automatically vacated. The member may submit an application for reinstatement to the clerk within ten days of the date of receipt of the notice or ten days after the post mark of the letter, whichever is earlier. The application for

reinstatement shall set forth the member's grounds for reinstatement. The council shall either reinstate the member to the office or shall appoint a new member to fill the vacancy.

- (c) Any member of a committee, commission or board may be removed, with or without cause, by the favorable vote of a majority of all members of the council, and the action of the council shall be final.
- (d) Before a final vote is taken by the council, the member of the committee, commission or board whose removal is under consideration shall receive five days' written notice of any consideration by the council in executive session if such request is received by the clerk not later than 48 hours before the scheduled council meeting.

(Code 1984, § 4-1-4; Ord. No. 1393, § I, 4-30-02; Ord. No. 1400, § I, 6-11-02; Ord. No. 1555, § I, 4-27-04; Ord No. 1598, § I, 10-05-04; Ord No. 1613, § I, 12-14-04)

Sec. 1-205. Rules and regulations.

Committees, commissions and boards shall establish rules and regulations to govern its affairs and such rules and regulations shall provide for:

- (1) The selection of a chairman and vice-chairman.
- (2) The manner of adoption, amendment and repeal of rules and regulations.
- (3) Any and all other provisions necessary or desirable to aid the committee, commission or board in conducting its affairs which are not contrary to the provisions of this chapter and any other ordinances or resolutions of the town or laws of the state.

(Code 1984, § 4-1-5; Ord. No. 1400, § I, 6-11-02)

Sec. 1-206. Advisory nature of recommendations.

The recommendations prepared by a committee, commission or board shall be advisory only and shall not be binding upon the final actions of the council.

(Ord. No. 1400, § I, 6-11-02)

Sec. 1-207. Compensation; expenses.

Members of committees, commissions and boards shall serve without compensation. No expenses will be reimbursed unless prior authorization to incur such expense is received in writing from the town.

(Ord. No. 1400, § I, 6-11-02)

Sec. 1-208. Application.

The provisions of sections 1-201 through 1-207 shall apply to all committees, commissions and boards appointed by the council, whether or not specifically set forth in this article.

(Ord. No. 1400, § I, 6-11-02)

Secs. 1-209--1-230. Reserved.

ARTICLE IX. - UTILITIES BOARD

Sec. 66-390. - Creation.

There is created the Utilities Board of the Town of Gilbert for the purpose of managing and operating the utility operations of the town including water, wastewater, street lights, electric and other authorized utility functions in compliance with this article and the provisions of applicable law.

(Ord. No. 1673, § I, 7-19-05)

Sec. 66-391. - Membership.

The membership of the utilities board shall consist of the town public works director, water superintendent, wastewater superintendent, streets superintendent, finance director, assistant manager and one member of the council appointed by the council. The public works director shall be the chairman of the utilities board.

(Ord. No. 1673, § I, 7-19-05)

Sec. 66-392. - Powers and duties.

- (a) The board shall have the following powers and duties:
 - (1) Keep and submit minutes to the council for information.
 - (2) Subject to the provisions of subsection (c), manage and operate the water, wastewater, street lights, electric and other utility functions of the town in accordance with the provisions of this Code and applicable law.
- (b) Notwithstanding the provisions of subsection (a), responsibility for the daily operations of the utilities of the town shall be vested in and performed by the director of public works under the supervision of the town manager. The chairman, on behalf of the board, shall consult with the town manager with respect to the operations of the town's utilities.
- (c) The council shall be responsible for approval of utility rates, adoption of the budget, capital acquisitions and approval of contracts as required by sections 2-356 through 2-365

(Ord. No. 1673, § I, 7-19-05)