

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.

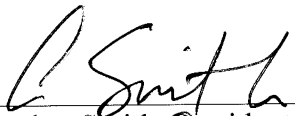
ARTICLE V. MISCELLANEOUS

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.

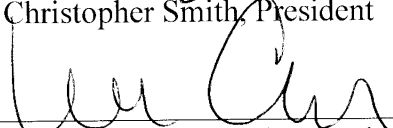
4. Amendments. New by-laws may be adopted, or these by-laws may be altered, amended or repealed, by the affirmative vote of a majority of the total authorized number of directors specified in the Articles of Incorporation.

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

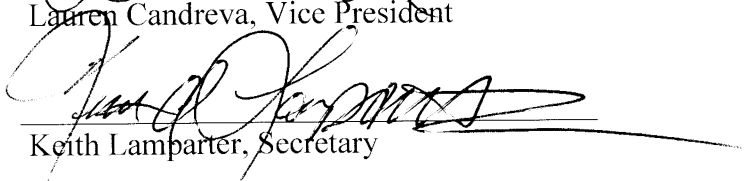
We, the undersigned, being all of the members of the Board of Directors of the Industrial Development Authority of the Town of Gilbert do hereby certify that the foregoing by-laws were unanimously adopted at a meeting of the Board of Directors of the Corporation at the Municipal Office Building II, 90 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

**BY-LAWS OF THE PARKS, RECREATION AND
LIBRARY ADVISORY BOARD
TOWN OF GILBERT**

**ARTICLE I
ORGANIZATION**

SECTION 1: OFFICIAL NAME

The name of the Board shall be known as the Parks, Recreation and Library Services Advisory Board;

SECTION 2: PRINCIPAL OFFICE

The principal office for the transaction of the activities and business affairs of the Board will be located at the Town of Gilbert, Municipal Center, Parks and Recreation Office at 90 E Civic Center Drive, Gilbert 85296.

SECTION 3: MISSION and VISION STATEMENT

The **Mission** of the Gilbert Parks, Recreation and Library Services Advisory Board is to strive to ensure that residents of the Town have opportunities to enjoy broad, satisfying leisure experiences.

The **Vision** of the Gilbert Parks, Recreation and Library Services Advisory Board is to encourage the health and well-being of its residents through diverse recreational opportunities. The Town offers safe, well-maintained facilities, parks and open spaces, including, locally and regionally connected multi-use trails, equestrian paths and bicycle lanes.

**ARTICLE II
BOARD**

SECTION 1: BOARD

The Board shall be organized as provided in Code of Gilbert, Chapter 1 General Provisions, Article IV Boards, Commissions and Committees, Division 5 Parks, Recreation and Library Services Advisory Board as passed and adopted by the Council of the Town of Gilbert, Arizona (Town Council).

SECTION 2: CHAIR AND VICE CHAIR

The Board shall, at its first meeting every November, elect a Chairperson (Chair) and Vice Chairperson (Vice Chair) from among its members.

The **Chair** shall preside at all meetings and hearings of the Board, decide all points of order or procedures, and perform any duties required by the ordinance or these By-laws. The Chair may make or second motions and shall have a voice and vote in all its proceedings.

The **Vice Chairperson** shall serve in the absence of the Chair.

In the Absence of the Chair and Vice Chair, the Board will select an **Acting Chair** to serve at the meeting by a majority vote of the members present.

SECTION 3: TERM OF SERVICE

The term of the Chair and Vice Chair shall be one (1) year and shall not serve in this capacity for more than two (2) consecutive one-year terms.

SECTION 4: VACANCIES/REMOVAL

Vacancies and removal from office of the Chair and Vice Chair shall be managed in conformance with Town of Gilbert Code, Article VI, Section 1-205.

~~Any Board member may resign at any time by giving written notice to the Chair or the Town Clerk. Such resignation shall take effect on the date of the receipt of such notice, or at any later time specified therein, and the acceptance of such resignation shall not be necessary to make it effective.~~

SECTION 5: POWERS

Subject to any limitations contained within Town ordinances or these By-laws, the activities and affairs of the Board shall be conducted and all powers shall be exercised by or under the direction of the Board.

The Board may delegate the management of the activities of the Board to any person or persons or sub-committees, however composed, provided that the activities and affairs of the Board shall be managed and all powers shall be exercised under the direction of the Board.

SECTION 6: ENDORSEMENT OF DOCUMENTS/CONTRACTS

Neither the Board nor any of its members shall have any power or authority to enter into any contractual agreements or commitments on behalf of the Board or to pledge its credit or to render it liable for any purpose or amount. The Staff Liaison or the Gilbert Director of Parks and Recreation must approve all expenditures. All documents or contracts requiring an endorsement must be signed by the Director of Parks and Recreation.

SECTION 6: LEGAL COUNCIL

~~The Town Attorney or his/her designated representative shall be legal counsel for the Board and shall provide, upon request, advice or counsel on any question of law or matter requiring legal interpretation of advice, subject to approval of the Town Manager.~~

**ARTICLE III
MEETINGS**

SECTION 1: OPEN MEETING LAW

All Board members and the Staff Liaison shall be familiar with the Arizona Open Meeting Law A.R.S. Sec. 38 – 431 to Sec. 431.09. All members are required to attend mandatory training on the Open Meeting Law and Conflict of Interest once per year. Training sessions are scheduled by the Clerk's Office of the Town of Gilbert and presented by one of the Town's attorneys. Any member faced with a situation not specifically addressed within these By-laws shall consult with legal counsel prior to proceeding.

SECTION 2: PUBLIC PARTICIPATION

The public is welcome and invited to attend Board meetings and to speak on any item on the agenda. A person wishing to address the Board must fill out a Request to Speak. Request to Speak forms will be available and should be submitted to the Chairman prior to the start of the meeting. If any written materials are to be provided to the Board, a copy shall also be provided to the Staff Liaison for inclusion in the minutes of the meeting. Speakers shall be allowed a maximum of three minutes to speak, but may take up to six minutes if another individual who signs up to speak yields the time to the speaker. Members of the audience may address the Board on any item not on the agenda. The Board response is limited to responding to criticism, asking staff to review a matter commented upon, or asking that a matter be put on a future agenda. A person who disrupts the meeting may be asked to leave and be removed.

SECTION 3: REGULAR MEETINGS

Regular meetings of the Board shall be held on the second Tuesday of each month beginning at 6:00 PM or at a time agreed to by the members. In the event a future meeting is being cancelled or rescheduled, the Board will be promptly notified. When a public meeting will need to be cancelled for lack of a quorum or other reason, the Board will be notified, the website will note cancelation, and the doors to the facility where the meeting is scheduled will be posted with a cancelation notice. Notice of time and place of any public meeting to be held by the Board shall be given as required by State Law.

SECTION 4: SPECIAL MEETINGS

Special meetings may be held by the Board on the call of the Chair, or upon the call of the clerk at the request of a majority of the members of the board. At least twenty-four (24) hours notice of the meeting shall be given to each member and the manner of the call shall be noted in the minutes of the special meeting held. The Staff Liaison shall receive forty-eight (48) hours notice of the meeting and shall post meeting notices twenty-four (24) hours prior to such meeting.

SECTION 5: WORK STUDY/EXECUTIVE SESSIONS

Work Study and Executive Sessions of the Board may be held prior to or following any regular or special meeting or at any other time by call from the Chair or by a majority of the members and filed with the Staff Liaison, or by a majority of the members constituting a quorum at any previous meeting. All Work Study Sessions shall be open to the Public. Any action calling for a formal vote shall take place only at a regular or special meeting.

SECTION 6: SUBCOMMITTEE MEETINGS

When deemed necessary by a majority of the Board, subcommittees may be formed with members of the board for specific projects related to Board matters. Subcommittees may solicit advice and assistance from outside sources, but those advisors have no official status with the subcommittee. All subcommittee meetings shall comply with the open meeting laws which include notice to the public and the creation of minutes.

SECTION 7: LOCATION OF MEETINGS

The location of meetings of the Board shall be in the Municipal Center of the Town of Gilbert, or any other location as designated by the Chair and filed in the office of the Town Clerk and posted at designated locations in the Town and/or on the Town Web site at www.gilbertaz.gov.

SECTION 8: MEETING AGENDA

Agenda items may be submitted by any member to the Chair, who shall place such submittal items on the agenda. The following statement shall be placed on all agendas: "The Town of Gilbert endeavors to make all public meetings accessible to persons with disabilities. Persons needing any type of special accommodations are asked to notify the Town Clerk's Office at least 72 hours in advance. Accommodations for requests made less than 72 hours in advance cannot be guaranteed."

SECTION 9: QUORUM

A quorum necessary for the transaction of business shall consist of no less than one half of the current number of Members. Unless otherwise provided by these Bylaws, the members present at a duly called or held meeting at which a quorum is present, may continue to do business until adjournment, notwithstanding the withdrawal of a sufficient number of Members to leave less than a quorum, if action taken, where approval of a majority of the Members is required to constitute a quorum. At any Board meeting, any number of members may hold discussion on agenda items

A majority of the members present, whether or not a quorum is present, may adjourn any meeting or special session to another time and place. Any adjournment greater than 48 hours shall require proper notice in accordance with State law and Town ordinances.

SECTION 10: MEMBER ATTENDANCE

Members who are absent from three (3) consecutive regular meetings or absent from 50 percent or more meetings during any six-month period, or fails to attend required training, his office shall be automatically vacated per Town Code, Article VI, Sec. 1-205. All meetings or sessions held on one (1) day shall constitute as one (1) day.

SECTION 11: CONFLICT OF INTEREST

All Members shall comply with the Arizona Conflict-of-Interest law, Title 38, Chapter 3, Article 8, Arizona Revised Statutes.

**ARTICLE IV
OFFICIAL RECORDS**

SECTION 1: DEFINITION

The official records shall include these By-Laws, regulations and the minutes of the Board meetings together with all findings, applications, exhibits, correspondence, votes and recommendations to the Town Council and other official actions or items filed with or issued by the Board.

SECTION 2: PUBLIC RECORDS

Written minutes shall be kept of all Regular and Special meetings and Work Study sessions. Tape recordings may be kept of regular and special meetings. All official records shall be maintained and available for public viewing and filed in an orderly fashion by the Staff Liaison. Written minutes and tape recordings shall be retained on file for a period of time as required by the Town's Record Retention and Disposition Schedule. Minutes of meetings shall be distributed to all members of the Board for their review and approval or amendment at subsequent meetings.

**ARTICLE V
RULES AND AMENDMENTS**

SECTION 1: EFFECTIVE DATE

These By-laws and any amendments thereto, shall become effective at the April 7, 2015 meeting of the Board and after their adoption by an affirmative vote of a majority of the members present and subsequent to the approval of the Council.

SECTION 2: AMENDMENT PROCEDURES

These By-laws may be amended by a majority of members present at any meeting of the Board where as that notice of said proposed amendment(s) is provided in writing at least five (5) days prior to said meeting. Such amendment(s) shall be subject to ratification by the Town council and, if so approved, shall become effective at the next regular meeting of the Board following ratification.

SECTION 3: WRITTEN COMMUNICATIONS

All written communications from the Board shall be distributed over the signature of the Chair or Vice Chair of the Board.

SECTION 4: PARLIAMENTARY PROCEDURES

A roll call shall be taken at all regular meetings and special meetings and the minutes shall record the Members present or absent. The Chair shall call the Board to order and may call each matter of business in the order of the approved agenda.

All items submitted to the Town Council for approval by the Board shall require a majority vote of the Board. Each member attending shall be entitled to one vote and the minutes of the proceedings shall indicate the vote of each member on every acted upon or resolved matter.

Unless otherwise provided in these By-Laws or unless such rules are suspended or amended by majority vote of the Board, the Chair shall conduct the meeting as generally provided in Robert's Rules of Order, Revised.

SECTION 5: POLICY INITIATION/FOLLOW-UP PROCEDURES


Policies/recommendations voted on by the Board will go in the appropriate staff communication in support of items moving forward before council.

Requests of the board to study and/or make recommendations to council on strongly supported items will be communicated via letter with Board chair signature.

CERTIFICATE OF ADOPTION

The undersigned Chair and Vice Chair of the Town of Gilbert Park, Recreation and Library Service Advisory Board , hereby certify that the foregoing By-Laws were duly adopted by the unanimous consent of the Members of the Town of Gilbert Parks, Recreation and Library Services Advisory Board on April 7, 2015 and effective _____.

Executed on _____

By: 

Ron Coleman
Chair

By: 

Les Presmyk
Vice Chair

**TOWN OF GILBERT BOARD OF ADJUSTMENT
BYLAWS**

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~~ SECTION 6.5: 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~~ 6.2.12: Procedures for Appeals.

See Arizona Revised Statutes Section 9-462.06 and Gilbert Zoning Code Section ~~5.104~~ 6.1.4 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 MANAGER, 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 MANAGER.
- (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 MANAGER.
- (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 MANAGER.

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~~ 6.2.7: 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~~ Section 6.2: 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~~ 6.2.8: FINDINGS REQUIRED.
- (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 MANAGER 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.

VI. CERTIFICATION

The undersigned Chair and Vice-Chair of the Town of Gilbert Board of Adjustment hereby certify that the foregoing Bylaws were duly adopted by the members of the Board of Adjustment on the 22nd day of November, 2021.

By: _____
Jän Simon
Chair

By: _____
Noah Mundt
Vice-Chair

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.

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 Status, as amended.

Section 2. Office. The principal office of the Corporation shall be located at the Town Hall of the Town of Gilbert, Arizona, 50 E. Civic Center Drive, 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 May 15, 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. 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 (3) years. Each Director shall be a resident of the Town of Gilbert.

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.

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.

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 at a date and time designated by the Board of Directors, at such place within the Town of Gilbert, Arizona, as is specified in the notice of the meeting for the purpose of appointing officers and reviewing reports for the previous fiscal year and for the purpose of transacting such other business as may come before the Board of Directors. Failure to hold the annual meeting 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 or by the Town Manager (or designee), and it shall thereupon be the duty of the Town Manager (or designee) to cause notice of such meeting to be given as provided at Section 3 of this Article. In such event, the Town Manager (or designee) shall fix the time and place for the holding of the meeting.

Section 3. Notice of Directors' Meetings. Written notice of the time and place of each annual meeting and any special or other meeting shall comply with the Arizona open meeting laws and Town Code.

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 the 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 shall be entitled to make recommendations to the Board of Directors with respect to any matter at the meeting thereof. Each member of the governing body of the Town of Gilbert and any official or employee of the Town of Gilbert designated by the governing body of the Town of Gilbert or the Town Manager 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 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 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 or her successor shall have been appointed and qualified; provided that neither the President nor the Vice-President shall serve in their Offices for more than two (2) consecutive years. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term. If an Officer is temporarily unable to perform their duties, the Board of Directors may appoint a Director to fill the duties on a pro tempore basis.

Section 3. President. The President:

a. shall be the principle 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, excepting 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 perform 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. see that all notices are duly given in accordance with these Bylaws or as required by law;

b. 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;

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

d. be responsible for the receipt of and the issuance of receipts for all monies due and payable to the Corporation and for the deposit of all such monies in the name of the Corporation in such depositories as shall be selected by the Board of Directors; and

e. 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 and in compliance with the Town of Gilbert's financial procedures and policies.

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 uses in coordination with the Town of Gilbert.

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. Rules and Regulations. The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with Arizona law, the Town Code, 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 2. Accounting System and Reports. The Board of Directors shall review and ratify reports maintained by the Town to verify compliance with generally accepted principles of accounting within an appropriate accounting system.

ARTICLE IX. AMENDMENTS

These Bylaws may be altered, amended or replaced 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 in the manner provided in Article XIV 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 2/9/2023 day of _____, 2023.

DocuSigned by:

Margaret L. Valentini

FA5043248E64463...

President

**BYLAWS AND RULES OF PROCEDURE
FOR THE TOWN OF GILBERT
PUBLIC WORKS ADVISORY BOARD**

ARTICLE I. AUTHORITY

The Public Works Advisory Board hereinafter referred to as “Board”, was created by Town Ordinance 2867 as set forth in Town Code Chapter 1, Article IV, Division 7, and as subsequently amended.

ARTICLE II. POWERS AND DUTIES

A. Advisory Body. The mission of the Public Works Advisory Board is to play a vital role in ensuring that Public Works projects are well-planned, executed, and maintained. By bringing together a diverse group of experts and community representatives, it will help to ensure that Public Works projects, services and funding are in line with the needs and values of the community. Its powers are advisory only unless additional powers and authority are provided by Town ordinance.

B. Function. The function of the Board is to consider and address the services offered by the Public Works Department and the infrastructure that support these services. With a commitment to delivering projects and programs that enhance quality of life, economic growth, public health and the environment, the board will review and make recommendations to the Town Council regarding the strategy, approach and funding of initiatives and large-scale infrastructure projects across all divisions of the Public Works Department for the current and future needs of Gilbert. Duties include the following:

1. Study, assess and render advice on plans and programs related to Town services and infrastructure provided or utilized by the Public Works Department.
2. Review and make recommendations to the Town Council regarding Town infrastructure.
3. Review and make recommendations to the Town Council on master plans relating to Gilbert-owned infrastructure. These may include a capital improvement plan, funding strategies, supporting utility rates, and other relevant recommendations.
4. Receive regular updates on projects relating to Public Works services and the infrastructure used to provide those services.
5. Work toward the continuing education of citizens regarding Public Works needs and initiatives in our community.

ARTICLE III. MEMBERS AND TERMS OF OFFICE

A. Appointing Authority. All members of the Board, per Town of Gilbert ordinance, shall be appointed by the Town Council.

B. Size. The Board shall be comprised of nine members unless the Board size is modified by the Town Council in Town Code.

C. Qualifications. Residents interested in and/or experienced with the services, operations, design and/or construction of infrastructure related to Public Works or experienced in municipal operations and the functions that support the department to offer the services provided by each division.

All members of the Board shall be residents of the Town of Gilbert.

D. Term of Office. Appointments shall be for a term of three years with the exception of the original Board members, who shall be appointed for staggered terms, four members for two years, and five members for three years. A member may serve multiple terms as authorized by the Town Council.

E. Attendance. Board members are expected to attend all Board meetings. A Board member's office shall be automatically vacated for non-attendance after missing three consecutive scheduled meetings or more than 50% of the meetings in a 6-month period, or the failure to take any required training.

F. Removal. A Board member may be removed by the Town Council for conviction of a crime involving moral turpitude, repeated disruptive behavior after warning, or when in the opinion of the Town Council, removal is in the best interest of the Board. Removal would require a motion to remove the member from the Board and approval by Council at a Council meeting.

G. Officers.

1. **Chairperson.** The Chairperson shall be elected by a majority of the Board, by October of each year and shall serve a one-year term. The Chairperson may serve a second successive term if elected by the Board members. In the event the Chairperson resigns, becomes incapacitated, or is unable to perform the duties of office or is otherwise removed, the Vice Chairperson will fill the unexpired term of the Chairperson being replaced.

a. **Duties of Chairperson.** The Chairperson shall be responsible for:

1. works with Staff Liaison in establishing a regular meeting schedule;
2. presiding over Board meetings, including deciding upon all points of order or procedure;
3. prior to Board meetings and other such mutually convenient times, review with the Staff Liaison, agenda items for future Board meetings;
4. consider all such matters and concerns of the Board as set forth in these Bylaws or as directed by the Mayor and Town Council.

2. **Vice Chairperson.** The Vice Chairperson shall be elected by a majority of the members of the Board by October of each year. In addition to such other duties, if any, as may be appointed upon the Vice Chairperson by virtue of the office, or as assigned by the Chairperson, the Vice Chairperson shall preside over meetings of the Board in the absence of the Chairperson. A vacancy in the office of Vice Chairperson shall be filled for the unexpired term by a new election at the first regular meeting of the Board following the vacancy.

3. **Secretary.** A member of the Town Staff will act as Secretary. The Secretary shall not be a member of the Board and shall have no voting authority. The Secretary is responsible to keep meeting minutes and publish agendas as required by the Arizona Open Meeting law.

4. **Other Officers.** The members of the Board shall also determine the need, define the role(s) and elect such other officers as they deem necessary. The election of other officers shall be by a majority of the members present at the meeting called for that purpose.

H. Legal Representation. The Town Attorney, or designee, shall provide legal representation and advice to the Board as necessary.

ARTICLE IV. MEETINGS

A. Schedule. Meetings of the Board shall be scheduled on a bi-monthly basis at a time and location selected by the Chairperson, unless more frequent meetings are needed.

B. Notice. Notice and Agenda of meeting shall be published at least twenty-four hours before a meeting, pursuant to A.R.S. § 38-431.02(G), on the Town of Gilbert website as well as the physical posting location of Gilbert Municipal Center, 90 E. Civic Center Drive, Gilbert

C. Quorum. A quorum of the Board shall consist of a majority of its appointed members. Any action voted on by a majority vote of the quorum present, shall be considered an action of the Board. In the event a quorum is not present for a meeting, the Board is prohibited from discussing any items from the agenda and the meeting shall be rescheduled. In the event a quorum is present at the beginning of a meeting and is NOT maintained throughout the meeting, no votes requiring action may be taken after the loss of a quorum and the meeting must end.

D. Open Meetings. The Board shall hold all meetings and conduct all business in accordance with Arizona Open Meeting Laws A.R.S. § 38-431 *et seq.* All meetings of the Board, except Executive sessions authorized by A.R.S. § 38-431.03, shall be open to the public.

E. Procedures not Contained in the Bylaws. In the event these Bylaws fail to provide for any procedures, the most current edition of the Town of Gilbert Rules of Procedure for Public Meetings, as determined by the Chairperson, shall prevail.

F. Voting, Proxy Voting and Telephone Participation.

1. Proxy voting shall NOT be permitted.

2. Telephonic or internet (via a virtual platform like Zoom or Teams) participation may be permitted where, in the opinion of the Chairperson, members can participate fully by speakerphone or Internet based system.

G. Agenda Items. Items for the agenda may be proposed by three members of the Board, using an agenda item request form, if submitted two weeks in advance of said scheduled meeting. The Chairperson shall approve the agenda for each meeting.

H. Reimbursement. The membership of the Board as well as its officers, serve in a voluntary capacity and shall not be reimbursed for out-of-pocket expenses unless approved in advance by the Chairperson in coordination with the respective Town staff and must be in accordance with Town Procurement Policies. Itemized receipts will always be required prior to any reimbursement.

I. Budget. The Chairperson, in coordination with the Vice-Chairperson, shall recommend a budget to the Staff Liaison to include in the Town budget by the end of November for the following year's requirements. This budget recommendation will then be presented to Council as part of the overall Town budget during the Town's budget adoption process.

J. Obligation of Funds. No member of the Board can financially or otherwise, obligate the Town of Gilbert outside the scope of the Board and these Bylaws.

ARTICLE V. SPOKESPERSON

The Chairperson shall be the only official spokesperson for the Board unless otherwise designated by the Chairperson.

ARTICLE VI. RECORDS

The following shall be considered the official records of the Board and will be maintained and posted in accordance with Town ordinance and state law:

A. Agenda (and agenda packets, if applicable); and

B. Minutes approved by the Board; and

C. These Bylaws and any amendments.

ARTICLE VII. MISCELLANEOUS

A. Conflict of Interest. Any member of the Board who has a substantial interest as defined in A.R.S. § 38-502 in the outcome of any matter brought before the Board shall make known that interest and the minutes of the meeting shall reflect that the member made such fact known. The member shall refrain from voting or in any way participating in that matter.

B. Amended Bylaws. These Bylaws may be amended at any meeting duly called for that purpose. The effective date and time of any amendment shall be the date and time of the approval of Town Council.

C. Requests for Special Reports. Requests for special studies or reports will be made only to the designated Staff Liaison and approved by a majority vote of the Board.

D. Annual Acceptance. Board members must sign a copy of these Bylaws annually.

ARTICLE VIII. EFFECTIVE DATE OF BYLAWS

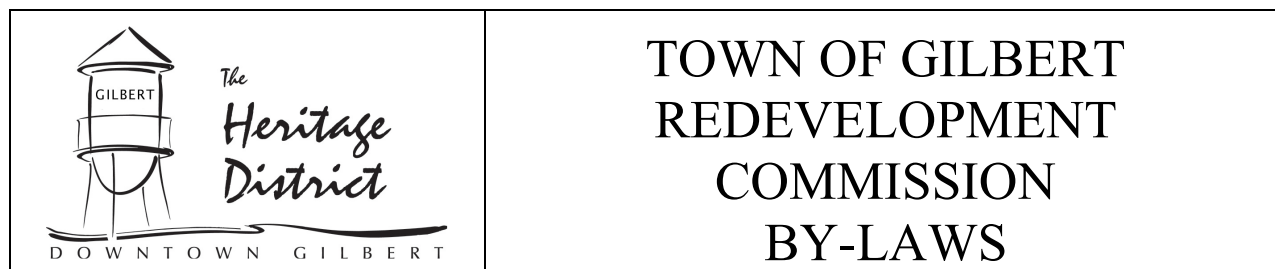
These Bylaws will be effective upon approval of a majority of the members present at a meeting called for that purpose, provided a quorum is present, with final approval by Town Council.

PASSED AND ADOPTED BY THE COMMON COUNCIL OF THE TOWN OF GILBERT, ARIZONA THIS XX DAY OF XX 2023.

Brigette Peterson, Mayor

ATTEST:

Chaveli Herrera, Town Clerk



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 Chair and Vice Chair from among the appointed members at the regular meeting held in November. See ARS §36-1476 attached as exhibit "A":
 - a. The term of Chair and Vice Chair shall be one (1) year and any member serving as Chair or Vice Chair shall be eligible for reappointment. No Chair or Vice Chair shall serve in the same capacity for more than two (2) consecutive one-year terms.
 - 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 for Chair or Vice Chair 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 Chair or Vice Chair 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 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 by-laws. The Chair 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 Staff Liaison. The Gilbert Office of Economic Development 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 6:00 p.m. Whenever a legal holiday is the same as a meeting, such meeting shall either be canceled or rescheduled by decision of the Chair.
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 Chair 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 Chair 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 Council Chambers, 50 E. Civic Center Drive, 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 on the Town website and in at least one public place, 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 Chair 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 on the town website and in at least one public place, 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 Staff Liaison.
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 Staff Liaison 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 Staff Liaison, 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 Chair shall call the Commission to order and a Staff Liaison shall record the members present and absent. The Chair 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 Chair shall conduct meetings as generally provided in Robert's Rules of Order unless such rules are suspended by majority vote of the Commission. The Chair 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 Chair 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 Chair may limit the amount of time which a person may use in addressing the hearing body. The Chair 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 Town Clerk's Office 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 Staff Liaison 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 7.15.20
Ratified by Council 08.11.20

EXHIBIT “A”

A.R.S. § 36-1476

§ 36-1476. Slum clearance and redevelopment commission

- A. In addition to the other powers conferred by this article a municipality by resolution of its governing body may create a slum clearance and redevelopment commission, which shall be an agent of the municipality for the exercise of 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 slum clearance and 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 a 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 slum clearance and 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”

A.R.S. § 36-1477

§ 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 slum clearance and 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 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 the 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.

**BYLAWS AND RULES OF PROCEDURE
FOR THE TOWN OF GILBERT
VETERANS ADVISORY BOARD**

ARTICLE I. AUTHORITY

The Veterans Advisory Board hereinafter referred to as “Board”, was created by Town Ordinance 2766 as set forth in Town Code Chapter 1, Article IV, Division 4, and as subsequently amended.

ARTICLE II. POWERS AND DUTIES

A. Advisory Body. The mission of the Board is to create and foster a supportive Town atmosphere and examine issues affecting the history, morale, health and well-being of service members, Veterans, government contractors and their families. Its powers are advisory only unless additional powers and authority are provided by Town ordinance.

B. Function. The function and mandate of the Board is to determine those matters which are or can be of assistance to any military Veteran. In pursuit of this endeavor, the Board shall use its best efforts to find ways and means by which the Town can acknowledge the service and dedication of these persons. These efforts shall include, but not be limited to, the following:

1. Engage in fundraising to pay for the various events and programs initiated by the Town of Gilbert and the Board for the benefit of military Veterans and their families. Funds shall be raised by the Board and its various Pillars, directed to the Town of Gilbert and held in a separate (fenced) account. Funds shall “roll over” year to year and are restricted to Veteran functions and use. The Board shall review and recommend projects to be funded by the Board and its volunteers. The Board’s fundraising authority is subject to and controlled by the Town Council’s Policy of Fundraising by the Veterans Advisory Board.

2. Provide communication and assistance to military Veteran associations, boards, and other city, county, state, and federal agencies as directed by the Town Council.

3. Provide assistance to Active Duty, Reserve, and National Guard servicemembers and Veterans of those services.

4. Collaborate and coordinate activities with other military Veteran associations, boards, and other city, county, state and federal agencies.

C. Annual Report. The Board shall make an annual report to the Town Council regarding the status of activities and recommendations, including any fundraising activities no later than April 1st of each year.

ARTICLE III. MEMBERS AND TERMS OF OFFICE

A. Appointing Authority. All members of the Board, per Town of Gilbert ordinance, shall be appointed by the Town Council.

B. Size. The Board shall be comprised of seven members unless the Board size is modified by the Town Council in Town Code.

C. Qualifications. No less than five of the seven members shall be currently serving or honorably discharged members of the United States Armed Forces. Two members may be members of the civilian community. Veterans must be willing to submit a DD214 upon request. All members of the Board shall be residents of the Town of Gilbert.

D. Term of Office. Appointments shall be for a term of three years except that the original Board members shall be appointed for staggered terms, three for two years, and four for three years. A member may serve multiple terms as authorized by the Town Council.

E. Attendance. Board members are expected to attend all monthly Board meetings as well as all Pillar, committee, ad-hoc committee, and subcommittee meetings for which they are a member. Except for any absence occasioned by active duty in the United States Armed Forces or serious illness as determined by the council liaison of the Board, a Board member's office shall be automatically vacated for non-attendance after missing three consecutive scheduled meetings or more than 50% of the meetings in a 6-month period, or the failure to take any required training. A Board member may be removed by the Town Council for conviction of a crime involving moral turpitude, repeated disruptive behavior after warning, or when in the opinion of the Town Council removal is in the best interest of the Board.

F. Officers.

1. Chairperson. The Chairperson shall be elected by a majority of the Board, at the June Board meeting and shall serve a one-year term. The Chairperson may serve a second successive term if elected by the board members. In the event the Chairperson resigns, becomes incapacitated, or is unable to perform the duties of office or is otherwise removed, the Vice Chairperson will fill the unexpired term of the Chairperson being replaced.

a. Duties of Chairperson. The Chairperson shall be responsible for:

1. establishing a regular meeting schedule;
2. presiding over Board meetings, including deciding upon all points of order or procedure;
3. appointing Board members to serve on Pillars, committees, ad-hoc committees, and subcommittees of the Board;
4. prior to Board meetings and other such mutually convenient times, review with the staff liaison, agenda items for future Board meetings;
5. consider all such matters and concerns of the Board as set forth in these Bylaws or as directed by the Mayor and Town Council.

2. Vice Chairperson. The Vice Chairperson shall be elected by a majority of the members of the Board at the June Board meeting. In addition to such other duties, if any, as may be appointed upon the Vice Chairperson by virtue of the office, or as assigned by the Chairperson, the Vice Chairperson shall preside over meetings of the Board in the absence of the Chairperson. A vacancy in the office of Vice Chairperson shall be filled for the unexpired term by a new election at the first regular meeting of the Board following the vacancy.

3. Secretary. A member of the Town Staff will act as Secretary. The Secretary shall not be a member of the Board and shall have no voting authority. The Secretary is responsible to keep meeting minutes and publish agendas as required by the Arizona Open Meeting law.

4. Other Officers. The members of the Board shall also determine the need, define the role(s) and elect such other officers as they deem necessary. The election of other officers shall be by a majority of the members present at the meeting called for that purpose.

G. Legal representation. The Town Attorney, or designee, shall provide legal representation and advice to the Board as necessary.

ARTICLE IV. MEETINGS

A. Schedule. Meetings of the Board shall be scheduled on a monthly basis at a time and location selected by the Chair.

B. Notice. Notice and Agenda of meetings shall be published in accordance with applicable laws and ordinances.

C. Quorum. A quorum of the Board shall consist of a majority of its appointed members. Any action voted on by a majority vote of the quorum present shall be considered an action of the Board. In the event a quorum is not present for a meeting, the Board is prohibited from discussing any items from the agenda and the meeting shall be rescheduled. In the event a quorum is present at the beginning of a meeting and is NOT maintained throughout the meeting, no votes requiring action may be taken after the loss of a quorum and the meeting must end.

D. Open Meetings. The Board, its Pillars, committees, ad-hoc committees, and subcommittees shall hold all meetings and conduct all business in accordance with Arizona Open Meeting Laws A.R.S. § 38-431 *et seq.* All meetings of the Board, except Executive sessions authorized by A.R.S. § 38-431.03, shall be open to the public.

E. Procedures not Contained in the Bylaws. In the event these Bylaws fail to provide for any procedures, the most current edition of the Town of Gilbert Rules of Procedure for Public Meetings, as determined by the Chair, shall prevail.

F. Proxy Voting and Telephone Participation.

1. Proxy voting shall NOT be permitted.

2. Telephonic or internet (via a virtual platform like Zoom or Teams) participation may be permitted where, in the opinion of the Chairperson, members can participate fully by

speakerphone or Internet based system.

G. Agenda Items. Items for the agenda may be proposed by any member of the Board if submitted two weeks in advance of said scheduled meeting. The Chairperson shall approve the agenda for each meeting.

H. Pillars/Committees. The Board, through a majority vote, may establish such Pillars, committees, ad-hoc committees, and subcommittees as the Board deems necessary and appropriate for carrying out Board business. Pillars are established by the Board and members shall be comprised of Board members. These assignments shall be done at the June meeting. The Chairperson shall appoint, with majority approval by the Board, the members of the committees, ad-hoc committees and subcommittees created and shall also appoint a Chairperson of each Committee. Any such Pillars, committees, ad-hoc committees and subcommittees report to the Board in an advisory capacity and such committee shall exist only so long as necessary to fulfill the purposes for which they were created. Members of committees do not need to be members of the Board but have no authority to operate in any official capacity. Any committee and all members of said committees so created shall abide by the dictates of these Bylaws and procedures as established by Town Council.

I. Reimbursement. The membership of the Board as well as its officers serve in a voluntary capacity and shall not be reimbursed for out-of-pocket expenses unless approved in advance by the Chairperson in coordination with respective Town staff and must be in accordance with Town Procurement Policies. Itemized receipts will always be required prior to any reimbursement.

J. Budget. The Chairperson, in coordination with the Vice-Chairperson shall present a budget to the Town Council annually, for approval, on or before the first Council meeting in April for the following year's requirements.

K. Obligation of Funds. No member of the Board can financially or otherwise, obligate the Town of Gilbert outside the scope of the Board and these Bylaws.

ARTICLE V. SPOKESPERSON

The Chairperson shall be the only official spokesperson for the Board and any Pillar or committee established hereunder unless otherwise designated by the Chair.

ARTICLE VI. RECORDS

The following shall be considered the official records of the Board and will be maintained and posted in accordance with Town ordinance and state law:

- A. Agenda (and agenda packets, if applicable); and
- B. Minutes approved by the Board; and
- C. These Bylaws and any amendments.

ARTICLE VII. MISCELLANEOUS

A. Conflict of Interest. Any member of the Board who has a substantial interest as defined in A.R.S. § 38-502 in the outcome of any matter brought before the Board shall make known that interest and the minutes of the meeting shall reflect that the member made such fact known. The member shall refrain from voting or in any way participating in that matter.

B. Amended Bylaws. These Bylaws may be amended at any meeting duly called for that purpose. The effective date and time of any amendment shall be the date and time of the approval of Town Council.

C. Requests for Special Reports. Requests for special studies or reports will be made only to the designated Town staff representative and approved by a majority vote of the Board.

D. Annual Acceptance. Board Members must sign a copy of these Bylaws annually.

ARTICLE VIII. EFFECTIVE DATE OF BYLAWS


These Bylaws will be effective upon approval of a majority of the members present at a meeting called for that purpose, provided a quorum is present, with final approval by Town Council.

Adopted and acknowledged by the Board this 19th day of June, 2024.



Board Chairperson

ATTEST:


Board Secretary

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 Status, as amended.

Section 2. Office. The principal office of the Corporation shall be located at the Town Hall of the Town of Gilbert, Arizona, 50 E. Civic Center Drive, 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 February 4, 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. No 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. 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 (3) years. Each Director shall be a resident of the Town of Gilbert.

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. 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.

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 at a date and time designated by the Board of Directors at such place within the Town of Gilbert for the purpose of appointing officers and reviewing reports for the previous fiscal year and for the purpose of transacting such other business as may come before the Board of Directors. Failure to hold the annual meeting 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 or by the Town Manager (or designee), and it shall thereupon be the duty of the Town Manager (or designee) to cause notice of such meeting to be given as provided at Section 3 of this Article. In such event, the Town Manager (or designee) shall fix the time and place for the holding of the meeting.

Section 3. Notice of Directors' Meetings. Written notice of the time and place of each annual meeting and any special or other meeting shall comply with the Arizona open meeting laws and Town Code.

Section 4. Quorum. A majority of the 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 the 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 shall be entitled to make recommendations to the Board of Directors with respect to any matter at the meeting thereof. Each member of the governing body of the Town of Gilbert and any official or employee of the Town of Gilbert designated by the governing body of the Town of Gilbert or the Town Manager 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 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 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 or her successor shall have been appointed and qualified; provided that neither the President or Vice-President shall serve in their Offices for more than two (2) consecutive years. A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term. If an Officer is temporarily unable to perform their duties, the Board of Directors may appoint a Director to fill the duties on a pro tempore basis.

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

- b. 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;
- c. have charge and custody of and be responsible for all funds and securities of the Corporation;
- d. be responsible for the receipt of and the issuance of receipts for all monies due and payable to the Corporation and for the deposit of all such monies in the name of the Corporation in such depositories as shall be selected by the Board of Directors; and
- e. 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 and in compliance with the Town of Gilbert's financial procedures and policies.

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 uses in coordination with the Town of Gilbert.

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. Rules and Regulations. The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with Arizona law, Town

Code, 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 2. Accounting System and Reports. The Board of Directors shall review and ratify reports maintained by the Town to verify compliance with generally accepted principles of accounting within an appropriate accounting system.

ARTICLE IX. AMENDMENTS

These Bylaws may be altered, amended or replaced 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 in the manner provided in Article XIV 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 _____ day of _____, 2023.
2/22/2023

DocuSigned by:

2A3054D3BB3E40D...

President