

WESTERVILLE CITY COUNCIL BYLAWS

Pursuant to Article III, Section 3, of the Westerville City Charter, we the members of the Westerville City Council adopt these bylaws and agree to subscribe to them and conduct all regular and special meetings in accordance with them. All persons seeking to participate in Council meetings will be bound by these bylaws. Copies of these bylaws shall be provided free of charge upon request of the Clerk of Council.

1. APPLICATION

Except as otherwise provided by law or the Charter, the proceedings of Council shall be governed by these bylaws.

2. COUNCIL MEETINGS

2.1 Meetings and Quorum. Council shall have regular meetings and special meetings. A quorum of at least four Council members shall be necessary to conduct business at any meeting of Council.

2.1.1 Regular Meetings. A quorum is required at all regular meetings. Regular meetings shall consist of the Legislative Sessions and Work Sessions scheduled by Council in its adoption of its annual meeting schedule each year and Executive Sessions as needed from time to time. All regular meetings, except when Council has lawfully adjourned into Executive Session, shall be open to the public, and citizens shall have access to the minutes and records thereof as provided by law. A

journal and other record of the Council for all regular meetings shall be available for public inspection at all reasonable times.

- (1) Legislative Sessions. Legislative Sessions shall be held on the first and third Tuesdays of each month, unless otherwise provided by Council. The nature and order of business for Legislative Sessions shall be as set forth in these bylaws.
- (2) Work Sessions. Work Sessions, also commonly known as study sessions, are meetings where no legislative action may be taken. Public discussion or participation in Work Sessions shall be at the discretion of Council. Despite the fact that no legislative action may be taken at a Work Session, Council may vote for any informal, non-legislative purpose, including, but not limited to, procedural matters; determining Council consensus; summarizing discussions and plans; and to provide direction to staff.
- (3) Place, Time and Notice. Regular meetings shall be held in the Council Chambers of the City of Westerville or in any other public place within the confines of the City of Westerville. If the site is other than Council Chambers, public notice shall be given not less than 24 hours prior to the meeting. Regular meetings shall be called to order at 7:00 P.M., provided that Council, by motion at a prior regular or special meeting, may change the starting time, change the date of any regular meeting, or cancel any regular meeting when it is deemed unnecessary. The Chair of Council reserves the right to cancel a regular meeting in case of an emergency and,

except for legislative sessions required by the Charter, a regular meeting for which there are no agenda items.

- (4) Recess. Notwithstanding the foregoing, Council shall hold one Legislative Session during July or August but otherwise shall be on recess during the months of July and August. The date for such Legislative Session shall be set at the time of Council's adoption of its annual meeting schedule.

2.1.2 Special Meetings. A quorum is required at all special meetings. All meetings of Council that are not regular meetings are deemed special meetings. All special meetings, except when Council has lawfully adjourned into Executive Session, shall be open to the public, and citizens shall have access to the minutes and records thereof as provided by law.

- (1) Procedure. Special meetings may be called by a majority vote of Council (four members) taken at any regular or special meeting. Special meetings may also be called by the Chair, Vice-Chair, City Manager, or any three members of the Council.
- (2) Subject Limitation. Only those subjects listed on the agenda accompanying notice of a special meeting shall be considered during that special meeting.
- (3) Notice to Council Members and the City Manager. The Clerk of Council or Deputy Clerk, or in their absence, incapacity, or refusal to act, the City Manager, shall cause to be delivered to each member of Council and the City Manager, not less than twelve (12) hours preceding the time for such

special meeting, the agenda of the special meeting and notice setting forth the date, time, and place. Delivery may be by First-Class Mail® delivered by the United States Postal Service, personal delivery, or by electronic mail or messaging. Delivery of notice of any special meeting shall be deemed conclusively to have been waived by any member of Council or the City Manager who shall be present at such special meeting.

- (4) Public Notice. Public notice of a special meeting shall be distributed not less than twelve (12) hours prior to such special meeting, but failure to so distribute shall not affect the validity of any meeting or any action taken by Council at such meeting. The required distribution of public notice may be accomplished by one or more of the following methods: email to an established list of recipients (including members of the press), a posting on the City's webpage, placing a printed notice in the lobby of City Hall, or by using the City's social media resources.

- 2.1.3 Executive Sessions. Council may meet in Executive Session only after a roll call vote approved by a majority of Council (four members) during either a regular or special meeting and only for such purposes as are provided by law. Executive Sessions shall be conducted in accordance with law.

3. COUNCIL ORGANIZATION

3.1 Procedure. The organizational procedure provided in the Charter shall be followed by Council. Election of Council Officers shall be in the following order:

- (1) Chair

- (2) Vice-Chair
- (3) Mayor
- (4) Vice-Mayor
- (5) Planning Commission Member
- (6) Other Councilmanic Officers as determined by Resolution, Ordinance or motion of Council.

4. DUTIES OF COUNCIL MEMBERS

4.1 Council members, being the only elected City officials, are the direct representatives of all Westerville residents.

4.2 Council is charged with the responsibility of determining policy. Council, on behalf of the residents, shall require effective administrative action and shall hold the City Manager responsible for properly implementing Council policy decisions. All members of Council shall have a duty to advise, educate, and inform citizens about problems, programs, and activities of City government, and shall also have a duty to seek citizens' input relative to the performance of City government.

4.3 No member of Council may make a public statement of Council policy unless the policy has been adopted by Council. Each member may express their own personal opinions on any matter and may cite past examples of what Council did in similar situations. No member may speak for the Council as a body unless specifically authorized by the Council to do so.

4.4 Council shall determine rules for Council decorum, dress code, rules for participation, and procedures for the proper conduct of its business subject to law and the Charter.

Violations of such rules shall be addressed by the Chair in a manner deemed appropriate in the discretion of the Chair.

4.5 Council members shall adhere to the City Personnel Code and the conduct requirements governing social media.

4.6 A member who requests funding or reimbursement for a project, travel, conference fees, or other costs shall present such request to the Chair for approval, before it may be paid by the City.

4.7 A Council member may resign by providing written notice to the Clerk of Council. The Clerk shall promptly distribute a copy of the resignation notice to the other Council members, the City Manager, and the Law Director. The resignation shall be effective immediately upon an affirmative action by Council. Before Council takes such affirmative action, the resigning Council member may withdraw the resignation, and the withdrawn resignation shall have no effect. Resignation shall not disqualify the resigning Council member from holding future elected or appointed positions within the City or on Council.

5. **DUTIES OF COUNCIL OFFICERS**

5.1 **Chair.** The Chair shall have all the powers, duties, functions, obligations, and rights of any other member of Council including the right to vote. The Chair shall preside at all meetings of Council, shall appoint the various committees of Council, and shall coordinate the work of the various committees.

5.1.1 At the time appointed for a meeting of Council, the Chair shall immediately call the members to order. If a quorum is present, the Chair shall conduct the meeting according to the agenda.

- 5.1.2 The Chair is responsible for granting the floor to Council members and may, at the discretion of the Chair, recognize others desiring to speak.
- 5.1.3 The Chair shall announce the results of all votes.
- 5.1.4 The Chair shall decide all points of order without debate, subject to appeal of Council by any two members. On such appeal, there shall be no debate, but the members appealing the point of order shall have the right to make a statement. In case of appeal, the question shall be, "Shall the decision of the Chair stand as the decision of the Council?" A majority vote (four members) is required to overrule a decision of the Chair.
- 5.1.5 The Chair shall sign on behalf of Council all ordinances, resolutions, or other documents requiring the approval of Council.
- 5.1.6 The Chair shall preserve order and decorum during the session of Council and to this end may direct the City Manager to assist in the preservation of order.
- 5.2 Vice-Chair. The Vice-Chair shall act as Chair in the event the Chair is absent from the municipality or unable for any cause to perform the duties of the Chair. The Vice-Chair, while acting as Chair, shall have and exercise the same powers and duties as herein granted to the Chair.
- 5.3 Temporary Chair. In the absence of both the Chair and Vice-Chair of the Council, Council may appoint from its members a Temporary Chair who shall perform the duties of the Chair until the arrival of the Chair or Vice-Chair.
- 5.4 Mayor and Vice-Mayor. The Mayor shall act as the ceremonial head of the City, shall be recognized as the official head of the municipality for the purpose of serving civil process, and shall have the judicial powers granted to a Mayor of a municipal corporation by the

laws of the State of Ohio. The Mayor shall have the power to vote on all Council matters but shall have no power to veto. The Vice-Mayor shall act as Mayor in the event the Mayor is absent from the municipality or unable for any reason to perform such duties. The Vice-Mayor while acting as Mayor shall have and exercise the same powers and duties, including judicial, as are granted to the Mayor.

5.5 Planning Commission Representative. The member of Council selected to be Council representative to the Planning Commission shall serve a term of two years. Whenever the Council representative to Planning Commission has a conflict of interest or is otherwise unable to represent Council for one or more Planning Commission matters, Council may, by motion and majority vote (four members) at a regular or special meeting, appoint an alternate of Council to serve as its representative temporarily or for the remainder of the representative's appointed term as the motion shall indicate.

5.6 COTA Representative. The member of Council selected by the Mayor and confirmed by a majority vote of Council (four members) to be Council representative to the Central Ohio Transit Authority shall serve the term designated in the appointment.

5.7 Ohio Municipal Electric Association. The member of Council selected to be Council representative to the Ohio Municipal Electric Association shall serve a term of two years.

5.8 MORPC Representative. The member of Council selected to be Council representative to the Mid-Ohio Regional Planning Commission shall serve a term of two years.

5.9 Finance/Audit Committee.

5.9.1 Preamble. Each Council member shall be responsible for the general financial oversight of the City. To assist with this duty, Council shall appoint a Finance/Audit

Committee to provide oversight concerning fiscal management and financial reporting particularly as it relates to the City's annual audit. Nothing herein shall prohibit a member of Council, with the knowledge of the Chair of Council or the Chair of the Finance/Audit Committee, from consulting with the City's auditors or financial advisors.

5.9.2 Composition. The Finance/Audit Committee shall consist of three (3) members of Council selected by Council at its biennial reorganization meeting. The City Manager and Finance Director shall be ex-officio non-voting members of the Committee. For the purposes of facilitating the meetings of the Committee, the City Manager shall serve as the presiding officer (i.e., "Chair") with the Finance Director serving as the Secretary of the Committee.

5.9.3 Meetings. The Finance/Audit Committee shall meet at the call of the Chair, or that of a majority of the Committee members, or upon a schedule determined by the Committee. All meetings shall be public meetings and records of all Committee proceedings shall be kept and transmitted to all Council members.

5.9.4 Powers and Duties.

(1) The Finance/Audit Committee shall serve as a focal point for communications between Council, the independent auditor, financial advisors, and staff.

(2) The Finance/Audit Committee shall assist Council in fulfilling its responsibilities as to the accounting policies and financial reporting practices of the City.

- (3) The Finance/Audit Committee shall act on behalf of Council, at the direction of Council, and independent of staff. The Committee shall exercise no decision-making power and may only make recommendations to Council.
- (4) The Finance/Audit Committee shall assist Council in fulfilling its responsibilities regarding the oversight of the management and investment of the City's funds.
- (5) The Finance/Audit Committee shall advise Council regarding fiscal policy, budget assumptions, and debt capacity oversight.
- (6) The Finance/Audit Committee shall review staff's recommendations pertaining to the selection and retention of audit and financial advisory services.
- (7) The Finance/Audit Committee shall review policies and procedures, as well as any audit findings or recommendations pertaining to fraud risk and shall, as necessary, provide such guidance to Council.

5.10 Other Committees and Appointments. Committees of Council, unless otherwise provided for in the bylaws, shall be appointed by the Chair for terms not to exceed two years. All other appointments shall be by a majority vote of Council (four members). Subject to consent of the Chair, the City Manager may appoint Council members to ad hoc committees of the City, provided no more than two members of Council shall serve on any such committee, and such committees shall at all times operate in conformance with open public meeting laws.

5.11 Council Records.

5.11.1 Clerk of Council. The Clerk of Council shall keep an accurate and complete journal of the proceedings of Council and perform such other duties as Council may require. The Clerk shall make available for public inspection the journal and other records of the Council at all reasonable times. The Clerk shall prepare an agenda for each regular and special meeting of Council and shall cause notice of all meetings to be served as specified in these bylaws. The Clerk shall attend all Council meetings, regular and special. The Clerk shall assign numbers, in their proper sequence, to all ordinances and resolutions, and, by appropriate notation, show subsequent repeal and amendment thereof. The Clerk shall perform all clerical duties incidental to the office and all other duties prescribed in the Charter.

5.11.2 Deputy Clerk of Council. The Deputy Clerk of Council shall be appointed by the City Manager. The Deputy Clerk shall serve at the pleasure of the City Manager and may be replaced or removed by the City Manager. Whenever the Clerk of Council is absent, inaccessible, unable, or unwilling to perform the duties of the office, or the position is vacant, the Deputy Clerk of Council shall become the acting Clerk of Council and while so acting shall have and may exercise all the powers, duties, and responsibilities of the Clerk of Council.

5.12 Confidentiality. Regarding all matters discussed in an Executive Session and in all situations in which disclosure of confidential information would be detrimental to the City (i.e., relative to legal or fiscal matters, acquisition of property, personnel issues) and in all other situations in which information is deemed by the Chair to be confidential, utmost care should be exercised by each Council member in the use of such information. No member of Council shall

disclose or use, without appropriate authorization from the Chair, after first consulting with the City Manager, any information acquired by Council that is confidential due to statutory provisions or that has been clearly and appropriately communicated to Council as confidential and preserving its confidentiality is necessary to the proper conduct of the City's business. The City Manager shall inform Council of such confidential matters and shall manage the output of such information to the press and the public.

6. MEMBER MEETING DUTIES AND REQUIREMENTS

6.1 Attendance of Members. It shall be the duty of all members of Council to be present at, and remain for the duration of, all regular and special meetings. Any member of Council who is absent from all Council meetings during any consecutive 90-day period, or who is absent for a total of one-fourth of the regular meetings during a calendar year, shall be deemed to have forfeited their office in accordance with Article III, Section 2 of the Charter, except that no forfeiture of office shall occur when a member's absence is due to obligations related to military service for a period of 60 or more consecutive days. Members shall notify the Chair prior to any meeting for which they will be absent. While it is understood that absences will occur for such reasons as a member's illness, the illness or death in a member's respective family, military service, when extraordinary professional interests demand immediate attention, when absent from the City, or when granted special leave by Council, absences shall be governed by Article III, Section 2 of the Charter.

6.2 Members Rights. A member of Council may introduce legislation as provided in these Bylaws. A member of Council may speak on any legislation; move to amend any legislation; demand the vote tally on any question; call for the question; ask for a statement of the question,

which the Chair shall give; call for a division of the question, and the decision of the Chair as to its divisibility shall be subject to appeal as in question of order; and question the City Manager at a regular or special meeting. No member shall vote on any question in which the member is individually interested.

6.4 Member Voting. When the question is put, every Council member present shall vote or abstain. Any member abstaining may make a brief statement of the reason for the abstention.

6.5 Council Member's Right to Speak. Each Council member has the right to speak during Council meetings. The member must request this right by addressing the Chair. Upon being recognized by the Chair, the member may proceed. Council members must confine their comments to the question before Council. No member shall speak at any meeting for more than a combined total of ten minutes on any question, except by leave of the Chair. After being recognized by the Chair, a member may speak a second time within such time limit only after all members have been given one opportunity to speak. All speakers must comply with the direction of the Chair. Comments of a personal nature about other Council members shall be avoided.

7. CONDUCT OF BUSINESS

7.1 The Agenda. A listing of business to be considered by Council shall be prepared and delivered by the Clerk of Council to each Council member at least 72 hours prior to each regular meeting of Council and at least 12 hours prior to a special meeting. The final agenda for a regular or a special meeting shall contain: (1) A listing by number and title of each legislative action to be considered; and (2) A listing of all business to be considered.

- 7.1.1 At least 72 hours prior to a regular meeting, the agenda shall be displayed in City Hall and may be published, or a link provided, on the City's website and social media accounts. The agenda for special meetings shall be delivered as outlined in these bylaws.
- 7.1.2 Any Council member may request that a matter of business be placed on the agenda provided sufficient notice is given the City Manager or Chair of Council for its preparation. Notwithstanding any other provisions of these bylaws, the Chair, after consultation with the City Manager, shall determine the preparation time needed before a matter of business is placed on the agenda. The City Manager or Council will receive items for the agenda (not less complete than rough draft form) until 12:00 noon on Wednesday preceding a regularly scheduled Council Meeting.
- 7.1.3 It is the responsibility of the Clerk of Council to prepare the agenda as directed by the City Manager. The Chair shall have the authority to add or remove an item from the agenda and may do so at any time before or during a meeting. While nothing in this section shall prevent a member of Council, with the consent of the majority of Council (four members), from introducing new business not listed on the agenda, the Chair may determine that additional time is needed to study any matter not included on the agenda.
- 7.1.4 Citizens Comments. The Council agenda shall provide an opportunity for citizen's comments at all regular Council meetings on any matter on the agenda or otherwise. Each speaker shall be limited to three minutes, provided the Chair may impose different reasonable time limitations and may also grant time extensions.

Citizen participation during public hearings and hearings on appeal shall be governed by the relevant Codified Ordinances.

7.2 Seating. Whenever possible, the Chair of Council shall occupy the center seat of the Council dais with other members of Council seated nearby.

7.3 Order of Business. The Chair shall conduct the Council meeting in the order outlined by the agenda, unless amended. The unamended order of the agenda shall be substantially as follows:

- (1) Call to Order
- (2) Roll Call
- (3) Invocation
- (4) Pledge of Allegiance
- (5) Action on minutes of previous meeting
- (6) Mayor's Report
- (7) Finance Director's Report
- (8) City Manager's Report
- (9) Council Representative Reports
- (10) Citizens Comments
- (11) Legislation
 - (A) Third Reading of Ordinances and Resolutions
 - (B) Second Reading of Ordinances and Resolutions
 - (C) First Reading of Ordinances and Resolutions
 - (D) Motions

- (12) Additional Business (Old and New Business Items)
- (13) Poll of Individual Council Members for Comments
- (14) Adjournment

7.4 Legislative Procedure. Preparation, introduction, revision, and passage of ordinances or resolutions shall be in accordance with Article III, Section 13 of the Charter. Copies of ordinances, resolutions, and all other legislative actions shall be provided upon request of the Clerk of Council. The Clerk shall also post legislative actions and all associated non-privileged documentation, including staff reports, on the City's website. The Clerk's failure to provide copies or post documentation shall not affect the validity of any meeting or any legislative action taken by Council at such meeting.

7.4.1 Introduction of Legislation. All legislation shall be in writing and introduced by a member of Council, the City Manager or the City Manager's designee, Committees appointed by Council, or City Boards and Commissions. Any other legislation in any form proposed by any other person shall be introduced, if at all, by a member of Council. Except in an emergency, a member of Council desiring to propose legislation shall raise the issue in the Additional Business portion of a Council meeting, and the decision to proceed with the preparation of draft legislation shall become an agenda item at a subsequent meeting. Draft legislation shall be reviewed by staff and any appropriate boards or commissions before being considered by Council for enactment.

7.4.2. Reduction of a Motion to Writing. Upon the request of any Council member, a motion shall be reduced to writing before further action is taken.

7.4.3. Statement of Motion; Withdrawals. When a motion is made and seconded, it shall be stated by the Chair, unless it is written, in which case it may be read by the Clerk. After a communication, motion, resolution, or ordinance has been stated by the Chair, or read by the Chair or Clerk, it shall be deemed to be in possession of Council and can only be withdrawn by leave of Council. An ordinance, resolution, or motion may be referred to a committee with or without instructions or amendments and may be moved at any reading.

7.4.4. Rejection of a Legislative Action. An ordinance, resolution, or motion may be rejected on first or second reading upon a motion of any Council member sustained by a majority vote of all members elected to Council (four members). On such motion the question shall be, “Shall this ordinance, resolution/or motion be rejected?”

If the ordinance, resolution, or motion that is challenged by the rejection motion is one which would require a greater than majority vote for passage, such greater than majority requirement will also apply to the rejection motion. If the question of rejection is answered in the negative, the ordinance, resolution, or motion shall go to the next reading without a question.

7.4.5 Required Vote for Adoption of Ordinances, Resolutions and Motions. No ordinance, resolution or motion shall be passed without concurrence of a majority of all members elected to Council (four members), except that a lesser number may adjourn the meeting from time to time and compel the attendance of absent

members. Each emergency ordinance or resolution shall require the affirmative vote of at least two-thirds of the members elected to Council (five members).

7.4.6 Suspension of the Rules. Suspension of the rule requiring three readings of all ordinances or resolutions proposed for adoption requires a two-thirds majority vote of all members elected to Council (five members).

7.4.7 Debate. The Council Chair shall ask for discussion on all questions before the vote is taken. Debate and discussion shall be governed by the provisions of these bylaws.

7.4.8 Voting. A roll call vote in open Council shall be taken on all ordinances, resolutions, and motions. The Clerk shall call the roll and each Council member shall respond “yea/yes”, “nay/no”, or “abstain”. The order of voting by the Council members shall rotate with each successive question in a random manner, except for the Chair who shall always vote last. After the voting is completed, the Chair shall announce the vote count by number, and state whether the question passed or failed. No vote of any Council member shall be questioned. Any member of Council so desiring, may comment upon his or her vote during the roll call or at its conclusion. When accepting nominations, a second shall not be required, but a motion to close nominations shall require a second and passage by a majority of Council (four members).

7.4.9 Motion to Amend or Postpone. If additional staff review will be needed before a decision on a motion to amend, the preferred procedure would be to make a motion to postpone until a future stated date.

7.4.10 Motion to Reconsider. A motion to reconsider a vote must be made by a member who voted with the prevailing side or by a member who was not present at the meeting in which the vote was taken. Such motion shall be made not later than the adjournment of the next Legislative Session of Council. A motion to reconsider shall take precedence over all other motions on that subject, except a motion to adjourn.

7.4.11 Order of the Consideration of Questions. All questions, except privileged questions, and all resolutions and reports shall be considered in the order in which they are made. On precedence, all reports shall be submitted in the order in which they were referred.

7.4.12 Call to Order. If any member, speaking or otherwise, violates these bylaws, the Chair or any member may call such member to order and the member called to order shall be seated, if required to do so by the Chair, until the question of order is decided.

8. AMENDMENT OF THE BYLAWS

These bylaws may only be amended by a vote of a majority of all members of Council (four members) at a regular meeting. The proposition to make amendment of these bylaws shall be in the form of a resolution, which shall be submitted in writing to the Chair and read to Council at a meeting preceding the one at which it is acted upon.

9. ROBERT'S RULES OF ORDER

In the absence of any bylaw upon the matter of business, the Council shall be governed by “Robert’s Rules of Order.” The City Law Department shall be considered the parliamentarian and shall interpret for the Chair of Council, these bylaws and Robert’s Rules as they apply.