

**CITY COUNCIL SPECIAL MEETING AGENDA
FEBRUARY 18, 2021**

LOCATION:

City Administration Building
City Council Chambers
107 E. Main Street
Xenia, OH 45385

NOTE: Regular Meetings, Special Meetings, and Work Sessions are open to the public. Executive Sessions are closed to the public. There is an opportunity for Audience Comments during Regular Meetings only.

THIS MEETING WILL BE HELD VIA ZOOM. MEMBERS OF THE PUBLIC SHOULD CONTACT THE CITY CLERK AT mjohnson@ci.xenia.oh.us OR CALL (937) 376-7235 FOR ADDITIONAL INFORMATION.

1. **CALL TO ORDER** 6:00 p.m.

2. **ROLL CALL** Vice President Levi Dean, Councilman Thomas Scrivens, Councilwoman Rebekah Dean, Councilman Cody Brannum, Councilman Will Urschel, Mayor Sarah Mays, and President Wesley Smith

3. **NEW BUSINESS/DISCUSSION**
 - A. RESOLUTION 2021-K (Introduction) DESIGNATING THE XENIA COMMUNITY IMPROVEMENT CORPORATION AS THE AGENCY OF THE CITY OF XENIA TO ADVANCE, ENCOURAGE, AND PROMOTE INDUSTRIAL, COMMERCIAL, DISTRIBUTION, AND RESEARCH DEVELOPMENT IN THE CITY (*City Manager*)

 - B. Administrative Motion Authorizing the City Manager to Execute a Professional Service Agreement with Dillin, LLC, for Property Management Services at Xenia Towne Square and a Professional Service Agreement with CB Heritage Dillin Property Group for Leasing Services at Xenia Towne Square (*City Manager*)

 - C. Discussion Review and Consideration of SAFER Act Grant Funding (*City Manager*) – to be delivered later

 - D. Discussion Review First Draft of the Rules of Council and Discuss Proposed Reorganization of City’s Boards, Commissions, and Committees (*Appointed Officials*)

4. **ADJOURNMENT**

Published upon approval of the Council President by:

Michelle D. Johnson, City Clerk



1st Reading: February 18, 2021
2nd Reading & Vote: February 25, 2021
Effective Date: February 25, 2021

Agenda Item: **RESOLUTION 2021-K**
DESIGNATING THE XENIA COMMUNITY IMPROVEMENT CORPORATION AS THE AGENCY OF THE CITY OF XENIA TO ADVANCE, ENCOURAGE, AND PROMOTE INDUSTRIAL, COMMERCIAL, DISTRIBUTION, AND RESEARCH DEVELOPMENT IN THE CITY

Submitted By: Brent Merriman, City Manager, and Donnette Fisher, Law Director
Presented By: Brent Merriman, City Manager

Scope/Description: This Council, by Resolution 2020-AA, passed on September 24, 2020, authorized the creation of the Xenia Community Improvement Corporation (XCIC). The XCIC is a not-for-profit economic development corporation, whose purpose is to advance, encourage, and promote the industrial, economic, commercial, and civic development of the City of Xenia. Ohio Revised Code Section 1724.10 provides that any economic development corporation so organized may be designated by a municipal corporation as the agency of that municipal corporation to achieve this development. Once the XCIC is designated as the agency of the City, the City and the XCIC may enter into agreements for projects including: 1) planning for economic development and land reutilization; 2) the sale or lease of lands owned by the City for uses that will promote the welfare of the City’s citizens by promoting development and employment; and 3) the conveyance of lands to the XCIC.

As the City prepares to engage with the XCIC on projects that advance the economic interests of the community, it is appropriate and necessary that the City take formal action to designate the corporation as an agency of the City, which is the purpose of Resolution 2021-K presented herein. Under provisions of the Ohio Revised Code, as detailed above, Community Improvement Corporations are empowered to undertake various activities on behalf of and in partnership with the City that are beneficial for the economic development of the community. To begin undertaking such activities, however, it is necessary for the XCIC to have in place indemnification coverage, budgetary resources, and other professional assistance facilitated initially through the City. In order to initiate these actions, the agency designation is needed.

Cover Memo Attachment(s): None.

Budgetary Impact: Initial estimate for annual liability insurance is coverage in \$8,013; additional start-up costs are to be determined.

Recommendation: It is the recommendation of staff that City Council pass Resolution 2021-K to establish the Xenia Community Improvement Corporation as the agent of the City for the purpose of advancing, encouraging, and promoting the industrial, economic, commercial, and civic development of the City of Xenia.

**CITY OF XENIA, OHIO
RESOLUTION 2021 – K**

**DESIGNATING THE XENIA COMMUNITY IMPROVEMENT CORPORATION AS
THE AGENCY OF THE CITY TO ADVANCE, ENCOURAGE, AND PROMOTE
INDUSTRIAL, COMMERCIAL, DISTRIBUTION, AND RESEARCH DEVELOPMENT
IN THE CITY OF XENIA**

WHEREAS, Section 13 of Article VIII of the Ohio Constitution provides that to create and preserve jobs and employment opportunities and to improve the economic welfare of the people of the State, it is in the public interest and a proper public purpose for a municipal corporation, its agencies or instrumentalities, or corporations not-for-profit designated by such municipal corporation as its agency or instrumentality, to perform the acts and exercise the powers therein provided;

WHEREAS, pursuant to Chapter 1724 of the Ohio Revised Code, there has been formed a corporation known as the “Xenia Community Improvement Corporation (XCIC)”, a corporation not-for-profit as recorded on the Articles of Incorporation filed with the Ohio Secretary of State, whose purpose is to advance, encourage, and promote industrial, economic, commercial, and civic development in the City of Xenia; and

WHEREAS, Council wishes to have the XCIC serve as the City’s agency for industrial, commercial, distribution, and research development activities within the City’s municipal boundaries,

NOW, THEREFORE, THE CITY OF XENIA HEREBY RESOLVES, at least four (4) members of Council concurring, that:

Section 1. This Council hereby finds and determines that the policy of this City is to promote the health, safety, morals, and general welfare of its inhabitants through the designation of the Xenia Community Improvement Corporation (“XCIC”) as the agency for the City for industrial, commercial, distribution, and research development in the City.

Section 2. The XCIC is hereby designated as the agency of the City of Xenia for the industrial, commercial, distribution, and research development within the territorial boundaries of the City of Xenia.

Section 3. It is found that all formal actions of this Council concerning and relating to the adoption of this Resolution were adopted in an open meeting of this Council, and that all deliberations of this Council that resulted in this formal action were in meetings open to the public in compliance with all legal requirements, including Section 121.22 of the Ohio Revised Code.

Section 4. This Resolution shall become effective immediately upon its passage.

Introduced: February 18, 2021

Passed:

Attest:

Wesley E. Smith
President, Xenia City Council

Michelle D. Johnson
City Clerk

Meeting Date: February 18, 2021

Title: **Administrative Motion** – Authorizing the City Manager to Execute a Professional Service Agreement with Dillin, LLC, for Property Management Services at Xenia Towne Square and a Professional Service Agreement with CB Heritage Dillin Property Group for Leasing Services at Xenia Towne Square

Submitted By: Steve Brodsky, Development Director
Presenter: Brent Merriman, City Manager

Summary: As the City acquires the leasehold interests in Xenia Towne Square, it will be necessary to both manage the property and look for additional opportunities to lease space. Property management services that will be needed include collecting rent, property maintenance, building maintenance of vacant spaces, and dealing with tenant issues. City personnel do not have the capacity to manage the day-to-day operations of this large shopping center, nor the expertise to act as the leasing agent. Therefore, it is staff's recommendation that we contract for these services with companies that have the experience and strong track records of leasing and managing retail properties. The entities recommended are associated with the proposed development partner, providing seamless transition as we move forward with redevelopment of the property. Costs associated with both these agreements would be paid from the revenue derived from the leases in Xenia Towne Square.

Agenda Report

Attachment(s): None.

Budgetary Impact: It is anticipated that any costs associated with these agreements will be paid from the lease revenue from Xenia Towne Square.

Recommendation: Authorize the City Manager to execute the Professional Service Agreement with Dillin LLC for Property Management Services at Xenia Towne Square and the Professional Service Agreement with CB Heritage Dillin Property Group for Leasing Services at Xenia Towne Square upon such terms and conditions as are approved by the Law Director.

Memo

To: Xenia City Council
From: Donnette A. Fisher, Law Director
cc: M. Johnson; B. Merriman; R. Duke; File
Date: February 10, 2021
Re: Rules of Council

Attached please find the draft copy of the proposed Rules of Council for your consideration. We would like to have a discussion regarding these Rules and address any questions or concerns you may have with the Rules as proposed during your meeting on February 18th. At the same time, we would also like to have a discussion with Council regarding a proposed reorganization of the City's Boards, Commissions and Committees.

With the creation of the proposed four Standing Committees of Council in the Rules of Council, a number of existing Boards and Committees can be eliminated, or their functions transitioned into one of the new Council Committees. Staff is recommending the creation of the following new Council Standing Committees and the elimination of the following existing Committees:

New Council Committees

Finance & Budget Review

Eliminate Budget Review Committee – transition functions to Finance & Budget Review Committee

Legislative Review & Governmental Affairs

Eliminate Legislative Review Committee – transition functions to Legislative Review & Govt Affairs Committee

Public Service & Utilities

Eliminate Pretreatment Review Committee, Wellhead (Sourcewater) Protection Committee, Stormwater Advisory Committee and Traffic Commission – the separate functions of all these Committees will be transitioned to the Public Service & Utilities Committee

Public Safety

Property Management

All of the Committees proposed for elimination and transition into one of the new Standing Committees were created by administrative motion or by the Council President, with the exception

of the Traffic Commission and the Pretreatment Review Committee, which are codified under Title 8. As to the remaining Boards, Commissions and Committees listed under Title 8, we propose the following:

- Chapter 270 - Planning and Zoning Commission. Delete Chapter. There are no sections in this Chapter and matters regarding the Planning Commission are more properly addressed in the Land Development Code.
- Chapter 272 – Board of Zoning Appeals. Delete Chapter. There are no sections in this Chapter and matters regarding the BZA are more properly addressed in the Land Development Code.
- Chapter 274 – [Civil Service Commission](#). Keep Chapter.
- Chapter 276 – Community Relations Commission. Delete Chapter/Eliminate Commission.
- Chapter 278 – [Board for Recreation, Arts & Cultural Activities](#). Keep Chapter.
- Chapter 282 – Loan Trust Fund Committee – *see below*.
- Chapter 283 – Economic Development Advisory Board – *see below*.
- Chapter 284 – Traffic Commission. Delete Chapter; transition functions to Council’s Public Service & Utilities Committee.
- Chapter 286 – Pretreatment Review Committee. Delete Chapter; transition functions to Council’s Public Service & Utilities Committee.
- Chapter 288 – Tax Appeals Committee. Delete Chapter. The composition of this committee does not meet State law requirements; therefore, delete this chapter and create a Board of Tax Appeals in the Income Tax Code.
- Chapter 289 – [Record Commission](#). Keep Chapter.

As to the Loan Trust Fund Committee and the Economic Development Advisory Board, staff is recommending these two groups and their functions be merged into a new Economic Development Loan & Incentive Review Board. In addition, we are recommending that the Loan Review Committee, which was created administratively, be formally established in Title 8 as the Development Loan Review Committee. The Economic Development Loan & Incentive Review Board will be responsible for establish loan programs and guidelines, and the Development Loan Review Committee will be responsible for reviewing and approving the actual loan applications.

We look forward to discussing the proposed Rules and board/commission/committee reorganization with you on the 18th. If you have any questions or concerns we can address before then, please feel free to contact me, Brent, Ryan or Michelle.

CITY OF XENIA, OHIO



THE RULES OF COUNCIL

Adopted by the Xenia City Council
On

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SECTION 1. CONSTRUCTION OF LANGUAGE

For the purposes of these Rules, the following terms, phrases, words and their derivations shall be interpreted as follows:

- (a) Words used in the singular shall include the plural, and the plural the singular;
- (b) Words used in the present tense shall include the future tense;
- (c) Words in the masculine gender shall include the feminine;
- (d) The words “shall” and “will” are mandatory and not discretionary;
- (e) The word “may” is permissive.

SECTION 2. DEFINITIONS

All words used shall have their customary meaning, except those specifically defined in this section.

- 2.01. Abstention. To abstain from discussion and deliberation, as well as from voting, by withholding a vote, either pro or contra, on the item under consideration.
- 2.02. Adjourn. When Council has completed its order of business at a meeting and there is no further business, the meeting may be ended upon a motion to adjourn, duly seconded, and approved by a majority vote. No further action by the Council may be taken at the meeting once the meeting has been adjourned.
- 2.03. Administrative Motion. An administrative motion is official action taken by the Council on items not required to be done by ordinance or resolution, as provided in Section 5.05 of the City Charter.
- 2.04. Broadcast. The distribution of audio and/or video content to the public via any electronic mass communications medium or streaming digital technology.
- 2.05. Committee of the Whole. A committee that includes all the members of the body that created it.
- 2.06. Emergency Meeting. An emergency meeting is a type of special meeting, convened when a situation requires immediate official action.
- 2.07. Executive Session. A conference between the members of a public body from which the public is excluded.
- 2.08. Incidental Motion. A motion that arises out of other motions, the matters they raise needing to be decided before the motions that gave rise to them. Incidental motions have no precedence among themselves and yield only to privileged motions.
- 2.09. Majority Vote. An affirmative vote by a majority of the members present at the meeting. A majority vote is required for the passage of all administrative motions and procedural motions.
- 2.10. Majority Vote of Council. An affirmative vote of a majority of all the members of Council. A majority vote of Council is required by Section 4.14 of the City Charter for the adoption of any ordinance or the passage of any resolution.

- 2.11. Mayor. The Councilmember elected to the office of Mayor, in accordance with Section 4.02 of the City Charter. In the absence of both the President and the Vice President, the Mayor shall act as the presiding officer.
- 2.12. President of Council. When present at the meeting, the Councilmember who has been elected as President of the Council, in accordance with Section 4.14(B) of the City Charter, shall serve as the presiding officer.
- 2.13. President Pro Tem. In the absence of the President, Vice President and Mayor, the Council, by a majority vote of the members present at the meeting, shall select one of their number to serve as the presiding officer of that meeting or to serve as the presiding officer until the President, Vice President or Mayor is in attendance at the meeting.
- 2.14. Presiding Officer. The Councilmember responsible for opening and closing the meeting; calling the other members to order; announcing the order of business as presented in the agenda; stating and putting to vote all questions which are moved or necessarily arise out of the order of business and announcing the result of the vote; preserving order and decorum during the meeting; and authenticating, by his or her signature, all necessary acts, orders or other proceedings of the Council.
- 2.15. Principal Motion. A principal motion is a motion made to bring an item before the Council for its consideration. Principal motions may also be called the main question. Principal motions yield to all privileged, incidental and subsidiary motions.
- 2.16. Privileged Motion. A privileged motion is a motion that concerns a matter of great importance or urgency, and thus is given precedence over all other motions.
- 2.17. Procedural Motion. Procedural motions are the motions necessary to expedite the orderly transaction of the business of the Council and are used by the Council to conduct its own affairs.
- 2.18. Quorum. A majority of all the members elected to Council shall constitute a quorum at any regular, special or emergency meeting; excepting that in cases where there is a vacancy or vacancies on the Council, a quorum shall constitute a majority of the remaining members of the Council.
- 2.19. Recess. A recess, called by the presiding officer, is a temporary interruption of the proceedings that occurs within the same meeting, or when the Council continues the meeting to another day rather than adjourning the meeting.
- 2.20. Regular Meeting. Regular meetings of the Council are those held at prescheduled intervals.
- 2.21. Roll Call Vote. After a motion is made and seconded, the Presiding Officer shall cause the City Clerk, or her designee, to call roll by calling the name of each member of the Council. As his or her name is called, the member shall verbally respond, “abstaining” if he or she is abstaining from the vote; “yes” or “aye” in support of the motion made; or “no” or “nay” against the motion made. The Clerk shall record the name and vote of each member in the Clerk’s Journal.
- 2.22. Special Meeting. Any meeting other than a regular meeting is a special meeting.

- 2.23. Subsidiary Motion. A subsidiary, or secondary, motion applies to other motions. Subsidiary motions take precedence over principal motions, but yield to privileged and incidental motions. Subsidiary motions may be applied to the principal motion, and some subsidiary motions may also be applied to certain other subsidiary motions, incidental motions, and privileged motions.
- 2.24. Two-Thirds Vote. When approval of an ordinance or resolution requires the affirmative vote of two-thirds of the members of Council, the affirmative vote of at least five (5) members of Council shall be required for approval.
- 2.25. Unanimous Vote. When an item requires a unanimous vote for approval, the affirmative vote of all members present at the meeting shall be required for approval, except in cases where a unanimous vote of all the members of Council is required.
- 2.26. Vice President. In the absence of the President, the Vice President shall act as the presiding officer.
- 2.27. Work Session. Work sessions are intended to provide opportunities for Council and City staff to address, perform in-depth review, or discuss long-term decisions or major projects (examples include goal setting, budget review, or major development proposals), and may not be utilized for legislative action or other formal Council actions. A work session may be scheduled during a regular meeting or a special meeting, but not an emergency meeting. Work sessions fall under the definition of meetings in the Ohio Open Meetings Act and must be open to the public.

SECTION 3. MEETINGS

- 3.01. Location. All meetings of the Council will be held in the Council Chambers in the City Administration Building, unless another location is set in accordance with this section. At the call of the President or any four (4) members of Council, the holding of any regular, special or emergency meeting may be at a location in the City other than the Council Chambers. The location where the meeting will be held shall be entered into the Clerk's Journal. The Clerk shall give reasonable public notice, in accordance with Chapter ** of the City's Administration Code, if the location of a meeting is changed.
- 3.02. Regular Meetings. The Council of the City of Xenia shall hold regular meetings on the second and fourth Thursday of each calendar month, beginning at 6:00 p.m. If a federal holiday or City holiday falls on a Thursday, the meeting shall be rescheduled for another day, as determined by a majority vote. Regular meetings of the Council will be broadcast, except that any work session that is a part of the meeting does not have to be broadcast.
- 3.03. Special Meetings.
- A. Any meeting other than a regular meeting is a special meeting. Special meetings may be called by the President or by a majority vote taken at any regular or special meeting of Council. Special meetings of the Council may be broadcast.
- B. Public notice of a special meeting shall specify the time, place and purpose(s) for holding such special meeting. No business or action other than that stated as the purpose(s) of such special meeting shall be conducted at such meeting. The stated purpose may be for "general purposes."

- C. The City Clerk, or in her absence, incapacity or refusal to act, the Finance Director or his designee, shall cause notice of the special meeting to be served by email, by phone, or by leaving written notice at the Councilmember's place of residence no less than twenty-four (24) hours prior to the scheduled meeting time.
 - D. In the event that the special meeting is called by a vote of Council taken at a regular or special meeting from which any member of Council was absent, notice of the special meeting will only be given to each absentee member.
 - E. If any member is not notified of a special meeting as required herein, Council may not hold said special meeting, unless service upon the member cannot reasonably be made.
 - F. Service of the notice of a special meeting to a Councilmember shall be deemed conclusively waived by any member of Council who is present at such special meeting.
- 3.04. Emergency Meetings.
- A. An emergency meeting is a special meeting that is called because of a situation that requires immediate official action by Council. Emergency meetings may be called by the President or by any four (4) members of Council. Emergency meetings of the Council may be broadcast.
 - B. Public notice of an emergency meeting shall specify the time, place and purpose for holding such emergency meeting. No business or action other than that stated as the purpose(s) of such emergency meeting shall be conducted at such meeting. The stated purpose of the meeting may not be for "general purposes."
 - C. The City Clerk, or in her absence, incapacity or refusal to act, the Finance Director or his designee, shall notify each member of Council of the emergency meeting by personal contact.
 - D. If any member is not notified of an emergency meeting as required herein, Council may not hold said emergency meeting, unless service upon the member cannot reasonably be made.
 - E. Service of the notice of an emergency meeting to a Councilmember shall be deemed conclusively waived by any member of Council who is present at such emergency meeting.
- 3.05. Openness and Public Meetings. All deliberations, discussions and actions on official public business taken in all meetings of Council shall be open to the public. Any person has the right to attend any meeting of Council, but he does not have a right to be heard, except during public hearings, unless invited to speak by the presiding officer. If a member of the audience wishes to address Council, he must first be recognized by the presiding officer. If granted permission by the presiding officer to address Council, he shall approach the podium, state his name and address, and shall limit his remarks and comments to the items or motion under discussion. Disruptive persons may be removed from Council meetings by the Sergeant-At-Arms. Members of the public may tape-record or videotape Council meetings, as long as in so doing, they do not disrupt the meeting.
- 3.06. Cancelled Meetings. In case of an emergency, such as inclement weather or other unforeseen circumstances, the President or any four (4) members of Council may cancel any regular, special or emergency meeting of the Council. The business to be conducted at the meeting cancelled because of an emergency shall be presented at the next regular meeting or at a special meeting.

- 3.07. Special Circumstances. In cases where the Governor of Ohio or the City Manager has declared a State of Emergency that prohibits or discourages in person meetings, or where such in-person meetings are impractical due to physical dangers from the location where such meeting is to be held or due to potential dangers to public health, any meeting of the Council may be held by telephone, video or other electronic means so long as provision is made to make said meeting available to the public by audio or video means.

SECTION 4. PROCEDURES FOR REGULAR MEETINGS

- 4.01. Opening the Proceedings. The presiding officer shall take the chair at the time appointed for Council to meet and shall immediately call the members to order. Regular meetings shall be opened with a call of the roll.
- 4.02. Order of Business. The business of the regular meetings of Council shall be transacted in the following order, which order shall be followed by in preparation of the agenda:
- A. Call to Order;
 - B. Roll Call and Excusal of Absences;
 - C. Pledge of Allegiance;
 - D. Approval of Minutes;
 - E. Special Presentations (as needed);
 - F. Audience Comments (may be suspended or limited at the discretion of the Presiding Officer);
 - G. Old Business (as needed);
 - H. Public Hearings (as needed);
 - I. New Business (as needed);
 - J. Appointed Officials' Reports;
 - K. Council Comments;
 - L. Executive Session (see Section 4.03, below);
 - M. Work Session (as needed);
 - N. Adjournment.

This order may be amended by the President prior to the publication of the agenda or may be amended at any regular meeting by the presiding officer, unless there is an objection to said amended order. If said objection is seconded, the Council shall vote upon the objection. An affirmative vote in favor of the objection shall stay the proposed amendment to the order of business. The order of business may also be amended at any regular meeting upon the passage of a motion to postpone any one or more of the items of business.

- 4.03. Executive Session. An executive session may be held at any time during the meeting, as needed, even if an executive session is not listed on the printed agenda, in accordance with Section 6. of these Rules.
- 4.04. Proceedings.
- A. At each regular meeting, Council shall transact such business as it considers necessary or as required by City Charter, City ordinances, or state law. Regular meetings shall, as far as practicable, be conducted in accordance with the printed agenda.
 - B. All items on the agenda before Council will be considered and either tabled, referred to committee, postponed, approved or denied by Council. Each ordinance, resolution and administrative motion on the agenda shall be voted on separately; Council is prohibited from

approving the agenda as a whole with one motion.

- 4.05. Recess. Council may recess meetings, as needed, to secure required information through fact-finding meetings, to review project sites, etc. Recess shall be called by the presiding officer, in his own discretion, or upon the motion of Council. At the end of the recess, the presiding officer shall call the meeting back to order.
- 4.06. Adjournment. When all items on the agenda have been addressed and it appears there is no further business, any member of Council may make a motion to adjourn. The motion must be seconded and approved by a majority vote.

SECTION 5. PROCEDURES FOR SPECIAL & EMERGENCY MEETINGS

- 5.01. Opening the Proceedings. The presiding officer shall take the chair at the time appointed for Council to meet and shall immediately call the members to order. Special meetings and emergency meetings shall be opened with a call of the roll.
- 5.02. Proceedings.
- A. At all special meetings, Council shall only consider those subject(s) stated in the public notice as the purpose(s) for the meeting, and no other subject(s) shall be there considered, unless a stated purpose is “general purposes.” Special meetings shall, as far as practicable, be conducted in accordance with a printed agenda.
 - B. At all emergency meetings, Council shall only consider those subject(s) stated in the public notice of the emergency meeting as the purpose(s) for the meeting, and no other subject(s) shall be there considered. No published agenda is required for an emergency meeting.
 - C. All items before Council will be considered and either tabled, referred to committee, postponed, approved or denied by Council. Each ordinance, resolution and administrative motion on the agenda shall be voted on separately; Council is prohibited from approving the agenda as a whole with one motion.
- 5.03. Executive Session. An executive session may be held at any time during the meeting, in accordance with these Rules, but only if an executive session was listed as one of the purposes for the special meeting or the emergency meeting.
- 5.04. Recess or Adjournment. The rules for recess and adjournment during special meetings and emergency meetings shall be the same at those rules for recess and adjournment during regular meetings.

SECTION 6. EXECUTIVE SESSIONS

- 6.01. Definition and Purpose. Executive sessions are nonpublic sessions that may be held only during regular or special meetings and only to discuss limited matters. Only persons invited by Council may attend, and Council may permit anyone it chooses to attend. The session shall be limited to discussions regarding the reason(s) such session was called and shall not stray from that topic. There shall be no voting nor may the Council make any decisions in executive session.

6.02. Allowable Reasons to Exit into Executive Session.

- A. *Personnel.* Council may exit into executive session to consider the appointment, employment, dismissal, discipline, promotion, demotion or compensation of a public employee or official. Council may also exit into executive session to consider the investigation of charges or complaints against an employee, official, licensee or other regulated individual, unless such person requests a public hearing. Except as otherwise provided by law, Council may not hold an executive session for the discipline of an elected official for conduct related to the performance of the elected official's official duties or for the elected official's removal from office. If Council exits into executive session pursuant to this exception, the motion to hold that executive session shall specifically state which one or more of the approved purposes listed herein are the purposes for which the executive session is to be held, but need not include the name of any person to be considered. A general motion that Council is exiting into executive session to discuss "personnel" is insufficient.
- B. *Considering the Sale or Purchase of Property.* Council may exit into executive session to consider the purchase of property of any sort - real, personal, tangible or intangible. Executive session is also allowable to consider the sale of real or personal property by competitive bidding if disclosure of information would result in an unfair competitive advantage to a person whose personal, private interest is averse to the general public interest. No member of Council shall use this division as a subterfuge for providing covert information to prospective buyers or sellers. A purchase or sale of public property is void if the seller or buyer of the public property has received covert information from a member of Council that has not been disclosed to the general public in sufficient time for other prospective buyers and sellers to prepare and submit offers.
- C. *Conferences with Legal Counsel.* Council may exit into executive session with the Director of Law, or other legal representative of Council, for conferences concerning disputes involving the City that are the subject of pending or imminent court action. Court action is pending if a lawsuit has been commenced; court action is imminent if it is on the point of happening, is impending, or has been threatened. Executive session is also permissible to receive general legal advice from the Law Director or other legal consultant, as long as the session is of an investigative and information-seeking nature and does not involve actual discussions or deliberations of public business.
- D. *Collective Bargaining Matters.* Council may exit into executive session to prepare for, conduct, or review collective bargaining negotiations or bargaining sessions with public employees concerning their compensation or other terms and conditions of their employment.
- E. *Confidential Matters.* Council may exit into executive session to discuss matters required to be kept confidential by federal law or regulations or by state law.
- F. *Security Arrangements.* Council may exit into executive session to discuss details relative to the security arrangements and emergency response protocols for the City, if disclosure or the matters discussed could reasonably be expected to jeopardize the security of the City or any office, department or division thereof.
- G. *Confidential Business Information of an Applicant for Economic Development Assistance.* Council may exit into executive session to discuss confidential information related to the marketing plans, specific business strategy, production techniques, trade secrets or personal financial statements of an applicant for economic development assistance; provided that both of the following conditions apply:

- (1) The information is directly related to a request for economic development assistance that is to be provided or administered under the ORC Sections set forth in ORC 121.22(G)(8)(a) or that involves public infrastructure improvements or the extension of utility services that are directly related to an economic development project; and
- (2) Council, by a majority vote taken by roll call, determines that the executive session is necessary to protect the interests of the applicant or the possible investment or expenditure of public funds to be made in connection with the project.

H. *Other Provisions.* Council may exit into executive session for any other reason allowed by law. Other, intertwined issues may also be discussed in executive session, but only if those issues have a direct bearing on the topic that is a permissible subject of executive session discussion.

- 6.03. Procedure. An executive session must always begin and end in an open regular or special meeting. There must be a motion to exit into executive session, which motion must specifically identify which one or more of the approved matters listed in Section 6.02, supra, are to be considered at the executive session. The motion must be seconded, and the vote on the motion to exit into executive session shall be by roll call vote. A motion to exit into executive session must be approved by a majority vote, unless otherwise provided herein.
- 6.04. Resuming Open Meeting. At the conclusion of the executive session, the presiding officer shall announce that Council is out of executive session and back in session. Council shall then resume its open meeting.
- 6.05. Confidentiality. Council's discussions in executive session are not automatically confidential, but other confidentiality rules may apply, including attorney-client privileged matters and matters required to be kept confidential under ORC 102.03(B). Public records considered in executive session remain public records accessible through the Ohio Public Records Act, unless otherwise exempt under State law.

SECTION 7. PROCEDURES APPLICABLE TO ALL MEETINGS

- 7.01. Quorum. A quorum of Council shall be required to do business at all meetings, but a lesser number may recess the meeting and compel the attendance of absent members in the manner and under such penalties as may be prescribed by Charter or by these Rules.
- 7.02. Special Presentations. Any person(s), group or delegation wishing to make a formal, special presentation before Council at any regular or special meeting shall notify the City Clerk at least three (3) weeks prior to the scheduled meeting to request placement upon the agenda. The notification shall clearly state the purpose of the appearance and the approximate number of persons who will appear. All special presentations must be approved by the President for placement upon the agenda. The Council President may also approve special presentations for City matters or by City staff without the three (3) week notification requirement.
- 7.03. Introduction of Business. The presiding officer shall bring all business on the agenda before Council by announcing the item, asking for the staff report on the item, opening and closing the public hearing on all items requiring a public hearing, and calling for Council discussion on the same. On any ordinance, resolution or other matter, the item must be presented to Council by the presiding officer, and introduced by a member of Council, before any discussion or debate among

Council shall be in order. If a member wishes to bring before Council any matter that is not on the agenda, he must first be granted the floor by the presiding officer before his presentation. All ordinances and resolutions shall be introduced in writing and reviewed by the City Manager and the Finance Director. The Law Director shall review all ordinances, resolutions, and administrative motions for correct legal form and possible contradictions with existing ordinances or conflict with the Charter or provisions of the Ohio Constitution and give final approval as to form before publication on the agenda.

7.04. Purpose and Form of Procedural Motions. Procedural motions shall be used to expedite the orderly transaction of the business of Council. The form of all motions shall be “I move that” or “I move for” followed by the substance of the motion, or the presiding officer may ask for a motion to approve or deny the matter before the Council. Upon a member making a motion, the presiding officer shall state the member’s name and the motion and shall call for a second on the motion. All motions shall require a second, unless otherwise stated in these Rules. If there is no second to a motion, the motion dies and no further action shall be taken on the motion.

7.05. Precedence of Procedural Motions. No motions shall be entertained or used by the Council except the following:

- To Fix the Time to Adjourn. (P, A)
- To Adjourn. (P*†)
- Questions of Order [Point of Order]. (P,A)
- Appeal from Ruling of Presiding Officer. (I*†)
- Leave to Withdraw, Modify or Substitute. (I*†)
- To Lay on the Table. (S*†)
- For the Previous Question. (S*)
- To Postpone to a Certain Time. (S, D, A)
- To Commit or Refer. (S, D, A)
- To Amend. (S, D, A)
- To Reconsider. (S, A)
- Principal Motions (Items of Business). (D, A)

P = Privileged Motion

D = Debatable

* No Subsidiary Motions Apply

I = Incidental Motion

A = Amendable

† Cannot be Reconsidered

S = Subsidiary Motion

These motions shall have precedence in the order indicated. Any of these motions may be made while a motion of a lower order is pending, but none can supersede one of a higher order, unless otherwise stated below. All motions shall require a second, unless otherwise stated below.

PRIVILEGED MOTIONS.

A. *Motion to Fix the Time to Adjourn* (Amendable). If made when a principal motion is before the Council, a motion to fix the time to adjourn is undebatable, but may be amended to alter the time. If made when no other motion is before Council, it stands as any other principal motion and is debatable. A majority vote is required for approval of a motion to fix the time to adjourn, and the vote shall be taken by roll call.

B. *Motion to Adjourn or to Recess.*

- (1) A motion to adjourn or recess is not debatable, cannot be amended, and no subsidiary motions shall apply to it, nor can the vote on this motion be reconsidered.

- (2) No member shall make a motion to adjourn, nor a motion to recess, when another member has the floor, nor after a question has been put to Council and the presiding officer has called for the vote.
- (3) The presiding officer shall not allow these motions to be abused and should refuse to entertain such motions when Council has just voted either down and nothing further has occurred to show Council wishes to adjourn or recess.
- (4) A majority vote is required for approval of a motion to adjourn or to recess. The vote on a motion to adjourn shall be taken by roll call, but a vote upon a motion to recess may be taken by voice vote.
- (5) Whatever business has been interrupted by the adjournment or recess shall be the first in order after the approval of the minutes at the next meeting.

C. *Questions of Order [Point of Order]* (Amendable).

- (1) Any member may raise a question or point of order at any time, even when another member has the floor. When such a point of order is raised and seconded, the presiding officer shall decide whether it is a proper question of order and if so, shall decide the question, all without debate, but from which decision an appeal may be taken.
- (2) Questions of order are undebatable but are amendable and may have other subsidiary motions applied to them. As soon as the question of order is decided, or if a subsidiary motion exhausts the question of order, Council shall resume consideration of the business which the question interrupted.

INCIDENTIAL MOTIONS.

D. *Appeal from Ruling of the Presiding Officer.*

- (1) The presiding officer may call to any member of the Council who violates any Rule of Council, and shall decide all questions of order, subject to an appeal to the Council.
- (2) On such appeal, the member making the motion for appeal may briefly state his or her reasons for the same and the presiding officer may briefly explain his or her ruling; but there shall be no debate on the appeal and no other member shall participate in the discussion.
- (3) If a member objects to a decision by the presiding officer on a point of order, whether the decision is made by the presiding officer on his or her own accord or upon a question of order raised by a member, the member objecting should state, "I appeal from the decision of the chair." If the appeal is seconded, the presiding officer immediately states the question as follows: "Shall the decision of the presiding officer stand?"
- (4) If a majority of the members present vote affirmatively, by voice vote, or if there is a tie vote, the decision of the presiding officer stands; otherwise, it is overruled. The presiding officer shall not vote on an appeal of his or her decision.
- (5) A motion for appeal can be made only at the time of the decision of the presiding officer and an appeal is not in order when another appeal is pending.

E. *Leave to Withdraw, Modify or Substitute.*

- (1) Before the call for a vote on a motion or an amendment to a motion has been approved, a member who offers a motion may withdraw, modify or substitute his/her motion. When the mover wishes to withdraw, modify or substitute his/her motion and the presiding officer shall grant permission for the same, without a second, unless an objection is made by another member of Council. If an objection is made, the member wishing to withdraw, modify or substitute his/her motion must obtain leave of the Council to withdraw, modify or substitute his/her motion, on a motion for that purpose.

- (2) A motion for leave must be seconded, and it cannot be amended and is not debatable. The presiding officer shall put the motion for leave before Council, who may approve it by a majority vote of the members present, taken upon a voice vote.
- (3) If the original motion is withdrawn, the effect is the same as if it had never been made.
- (4) If the original motion is modified or substituted, the member who seconded the original motion may withdraw his/her second until the call for a vote on the modified or substituted motion.

SUBSIDIARY MOTIONS.

F. *Motion to (Lay on the) Table.*

- (1) Items may be tabled to allow for further discussion or further fact-finding. This motion removes the subject from consideration till Council votes to take it from the table.
- (2) When Council desires to take the question up again, there must be a motion to take the question from the table before it may be considered.
- (3) Motions to table and motions to take any matter from the table are not debatable, cannot be amended, and no other subsidiary motions apply to them. An affirmative vote on a motion to table or a motion to take any matter from the table cannot be reconsidered.
- (4) Both a motion to lay on the table and a motion to remove from the table require a majority vote for approval.

G. *Motion for the Previous Question.*

- (1) When a motion for the previous question is made the presiding officer shall call for a second. If seconded, the presiding officer shall call for a voice vote and if approved by a two-thirds vote of the members present, the effect is to instantly close the debate and bring Council to a vote upon the pending question. If the motion fails, discussion continues as if the motion had not been made. If the motion is approved, the presiding officer shall immediately state the pending question and call for the vote.
- (2) When the previous question is called for and more than one motion on the main question is before the Council, the presiding officer shall put to vote the motions in their order of precedence, beginning with the one last moved on. The main question is not exhausted until votes have been taken on all these questions or else it has been voted to refer the question to committee.
- (3) A motion for the previous question may be limited by the mover to a pending amendment, and if adopted, closes debate on the amendment only. If a motion for the previous question is made when a motion to reconsider is pending, the motion for the previous question affects only the motion to reconsider.
- (4) A motion for the previous question shall only be considered once without intervening business, is not debatable, and cannot be amended or have any subsidiary motions applied to it.

H. *Motion to Postpone to a Certain Time (Amendable; Debatable).*

- (1) A motion to postpone to a certain time postpones the pending question to the time specified; however, no question or item of business before Council shall be postponed to a time beyond the adjournment of the meeting in which the question or item was brought before the Council.
- (2) A motion to postpone to a certain time must be approved by a majority vote and is amendable. Debate on such a motion shall be limited to the propriety of the postponement.

- (3) When the time for consideration of the postponed question or item of business arrives, it shall be taken up in preference to everything except questions of order. When several questions or items of business are postponed, they shall be taken up in the order of the times to which they were postponed.

I. *Motion to Commit or Refer* (Amendable; Debatable).

- (1) A motion to commit or refer sends the pending question or the subject matter under discussion to the body named in the motion.
- (2) A motion to commit or refer can be amended by altering the committee or giving it instructions. The motion is debatable and opens to debate the merits of the matter it proposes to commit.
- (3) The motion can refer the matter to a committee of the whole, to any existing Board, Commission or standing or select committee, or may propose the creation of a new select committee specifically to review the pending question or subject matter. When the motion proposes the creation of a new select committee, the number of the committee does not need to be stated in the motion and can be decided after the motion to commit or refer has been voted on. In such cases, upon approval of the motion, the Council may informally decide of how many members the committee shall consist of, and the President of Council shall make the appointments once the number has been decided.
- (4) A motion to commit or refer shall be approved upon a majority vote.

J. *Motion to Amend* (Amendable; Debatable).

- (1) A motion to amend must have a direct bearing on the subject of the motion it proposes to amend. An amendment may be in any of the following forms: (a) to add or insert certain words; (b) to strike out certain words; (c) to strike out certain words and insert others; or (d) to substitute another resolution or ordinance on the same subject for the one pending.
- (2) A motion to amend is debatable and may be amended itself, but this “amendment of an amendment” cannot be amended.
- (3) Motions to amend a resolution require a second and a majority vote for approval.

7.06. Miscellaneous Motions.

A. *Motion to Rescind or Repeal.* When Council wishes to annul any previous course of action which has already been passed by vote, Council may rescind the objectionable resolution or other proceeding, or may repeal the objectionable ordinance. Such a motion to rescind or repeal shall come before the Council as a principal item of business.

B. *Motion to Reconsider* (Amendable).

- (1) It is in order at any time, even when another member has the floor, but before the vote is announced on a motion to adjourn, to move to “reconsider the vote” on a motion that has been acted upon during the same meeting, and to have such motion “entered on the record;” but, a motion to reconsider shall not be considered while another motion is pending before the Council.
- (2) Such a motion may only be made by a member who voted on the prevailing side of the motion to be reconsidered but may be seconded by any member.
- (3) A motion to reconsider the vote on a subsidiary motion takes precedence over the main question but yields to privileged and incidental motions.
- (4) A motion to reconsider may be applied to the vote on every motion except the vote on a motion to adjourn; an affirmative vote on a motion to lay on the table or to take from the table; and a vote electing to the office of President or Vice President a member who

is present and does not decline said office. A reconsideration of the vote on any other incidental or subsidiary motion shall be immediately acted upon.

- (5) No vote on a principal motion or question may be reconsidered more than once, unless it was amended after its first reconsideration. If a motion to amend has been adopted or rejected, the vote on the amendment cannot be reconsidered unless the vote on the original motion has been reconsidered.
- (6) A motion to reconsider cannot be amended; is only debatable if the motion it be reconsidered is debatable, and if debatable, it opens up to discussion the entire subject for reconsideration.
- (7) A motion for reconsideration requires a majority vote, regardless of the vote necessary to adopt the motion reconsidered. A motion for reconsideration of a vote shall not hold over to another meeting nor may it be postponed; it must be acted upon in the meeting in which the vote was taken.

7.07. Debate. When a debatable motion is made and seconded, the presiding officer shall state the motion before opening the debate on the question, and the member who made the motion is entitled to the floor first. When a motion to amend is before the Council, the debate should be confined to the merits of the amendment, with the main question or item of business only being debated so far as it is necessarily involved with the proposed amendment. Making suggestions or asking questions, when they will assist Council in determining the pending question, should be allowed by the presiding officer, to a limited extent, even when the question before Council is undebatable.

7.08. Voting.

A. After the debate on an item of business or question is finished, the presiding officer shall close the debate and ask for a motion. Upon a member making a motion, the presiding officer shall state the member's name and the motion and shall call for a second on the motion. After the motion is seconded, the presiding officer shall call upon the Clerk to proceed with the vote.

- (1) Roll Call Vote is required for:
 - Motion to Adjourn.
 - Questions of Order.
 - Appeal from Ruling of Presiding Officer.
 - To Lay on the Table.
 - To Commit or Refer.
 - To Amend.
 - To Reconsider.
 - Principal Motions (Items of Business).
- (2) Voice Vote may be used for:
 - To Fix the Time to Adjourn.
 - Leave to Withdraw, Modify or Substitute.
 - For the Previous Question.
 - To Postpone to a Certain Time.

B. *Roll Call Vote.*

- (1) After a motion is made and seconded (when required) and debate has closed on said motion (when debate is allowable), the presiding officer shall call for the vote as follows (or in other, similar wording): "It has been moved and seconded that [state the question]; the Clerk shall call roll."

- (2) The Clerk shall call each member's name, after a member's name is called the member shall verbally respond, "abstaining," if he or she is abstaining from the vote; "yea" or "yes," in support of the motion made; or "nay" or "no," against the motion made. The Clerk shall record the name and vote of each member.
- (3) If a member is not ready to vote when his or her name is called, the member may answer "pass." Once the Clerk has called the entire roll, the Clerk shall then call the names of those members who answered "pass," and at that time the member shall vote in accordance with Section 7.08.B(2), above.

C. *Voice Vote.*

- (1) After a motion is made and seconded (when required) and debate has closed on said motion (when debate is allowable), the presiding officer shall call for the vote as follows (or in other, similar wording): "It has been moved and seconded that [state the question]; as many as are in favor say aye"; and after the affirmative vote is expressed, "as many as are opposed say nay." The Clerk shall record the number who voted "aye" and the number who voted "nay."
- (2) After voting is complete, the presiding officer shall announce the result of the vote as either "the ayes have it" or "the motion is adopted," or "the nays have it" or "the motion fails."

D. *Abstaining.*

- (1) A member of the Council should abstain from both discussion and voting on official business when a conflict of interest exists for the member, or the member or the member's family has a financial interest in the matter, or when otherwise required to by law.
- (2) Any Councilmember who participates in the discussion, pro or contra, on the item under consideration shall not then abstain from voting.

7.09. Votes Required. The following shall be the required number of votes to pass or enact the following items:

A. *Principal Motions/Items of Business.*

- (1) An ordinance or resolution – the affirmative vote of at least four (4) members of Council.
- (2) An emergency ordinance or resolution – the affirmative vote of at least five (5) members of Council.
- (3) An administrative motion – the affirmative vote of a majority of the members of Council who are present at the meeting.

B. *Procedural Motions.* All procedural motions outlined in Section 7.05 shall require a majority vote of the members present for passage/adoption except a Motion for the Previous Question, which shall require a two-thirds vote of the members present for its passage/adoption.

7.10. Tie Vote. When there is a tie vote, the motion fails, except in the case of an appeal from the ruling of the presiding officer on questions of order, in which case a tie vote sustains the chair.

SECTION 8. COUNCILMEMBERS

- 8.01. Attendance. Every member shall be in his seat at the time of roll call, otherwise, he shall not be recorded as present. If a member enters a meeting late, the presiding officer shall, as soon as possible, instruct the Clerk to note for the record the attendance of said member.
- 8.02. Absences.
- A. Any member who cannot attend a meeting or who cannot attend a group of consecutive meetings shall, as soon as practicable, notify the Clerk, the City Manager, or the President who shall then notify the Clerk, of his or her request to be excused from the meeting and the reason therefore.
- B. After the roll call and before proceeding on any other business, the presiding officer shall then present to Council the member's request to be excused from the meeting. The member's absence may be excused, upon the affirmative vote of a majority of the members of Council present, for the following reasons:
- (1) Medical issues of the Councilmember or a member of his or her family;
 - (2) A planned vacation;
 - (3) Service in the armed forces;
 - (4) A business or family commitment; or
 - (5) Any other reason deemed sufficient by the Council.
- C. Any member who, due to emergency, is unable to give advance notice of his or her absence, shall notify the Clerk before the next regular meeting of the Council or shall present his or her request to be excused in person at the next regular meeting of the Council. Council shall then proceed in accordance with Section 8.02 B.
- 8.03. Right of Floor. When any member wishes to address the Council, he or she shall respectfully address himself to the presiding officer, and when recognized by the presiding officer shall confine himself or herself to the question under debate, avoid personalities and refrain from impugning the motives of any other member's argument or vote. When two or more members ask recognition at the same time, the presiding officer shall name the member who is first to speak and the exercise of such discretion by the presiding officer shall not be subject to appeal through a question of order. This section is not meant to discourage debate between the members of Council, but to assure that such debates occur in an orderly fashion.
- 8.04. Decorum. No member shall, while Council is in session, engage in debate or discussion with anyone save another member of Council or a member of City staff. Such debate or discussion shall be conducted in accordance with the Code of Conduct, as contained in Section 9.
- 8.05. Reading from Written Matter. Any member while discussing a question may read from books, papers, or documents, any matter pertinent to the subject under consideration without asking leave of the presiding officer.
- 8.06. Voting.
- A. *Duty to Vote*. Upon the calling of his name, every member shall respond with "yes," "no" or "abstaining," unless the member is excused from voting by the unanimous consent of the remaining members present. Any member not being so excused who refuses to vote on any question or motion shall be deemed guilty of contempt of Council and may be censured for

such contempt by a majority vote of the entire Council.

- B. *Recording Votes.* On the adoption of every ordinance, the passage of every resolution and administrative motion, the vote of every member shall be entered in full upon the record by roll call vote.
 - C. *Change of Vote.* Before the announcement of the vote on any question, the Clerk shall read the vote of each member so taken upon the demand of any member, at which time any member, on account of error, may change his or her vote; but no member shall be permitted to change his or her vote as recorded after the result of the vote has been declared.
- 8.07. Vacancies. The seat of a member may be declared vacant by a majority vote of the remaining members of Council for any the following reasons:
- A. Automatic vacation of the member's seat under Section 4.09 of the Charter;
 - B. Forfeiture of office under Section 4.09 of the Charter;
 - C. Removal of a member;
 - D. Resignation; or
 - E. By operation of the Charter's recall provisions under Section 11.05.
- 8.08. Filling Vacancies. When the seat of a member of the Council becomes vacant, the vacancy shall be filled in accordance with Section 4.05 of the Charter.

SECTION 9. CODE OF CONDUCT

- 9.01. Duties of Members During Meetings.
- A. *Attend Meetings.* The members of Council shall regularly attend all regular and special meetings. Repeated, unexcused absences of member may be punished by censure. Unexcused absence from three (3) consecutive regular meetings may result in forfeiture of office pursuant to Section 4.09 of the City Charter.
 - B. *Duty to Vote.* Every member present at a meeting shall vote on all questions coming before the Council unless the member is abstaining from all discussion, deliberation and voting on the question.
 - C. *Duty to Abstain.* A member who has a personal or pecuniary interest in any matter before the Council that is of such a nature as to manifest a substantial and improper influence upon the member should abstain from all discussion, deliberation or vote on the matter.
 - D. *Public Conduct.* The members of Council, and the City staff participating in any meeting of the Council, shall maintain courtesy and consideration toward their fellow Councilmembers, staff and citizens during all meetings and public events. Members should conduct their communications with their fellow Councilmembers, staff and citizens in a decorous and polite manner. The use of vulgar, threatening or gratuitously insulting language that, in the opinion of Council, may reasonably be expected to disrupt the orderly conduct of the meeting may result in punishment by censure.
 - E. *Respect for the Presiding Officer.* During all meetings, the members of Council and the members of the City staff shall abide by the directions and orders of the presiding officer. Any disagreement with any direction or order of the presiding officer by a member of

Council shall be handled solely through a question of order.

9.02. Conduct.

- A. *Order and Decorum.* Each member of the Council and all members of City staff participating in any meeting of the Council shall conduct themselves at all times during any meeting of the Council in manner that allows for the orderly conduct of the meeting to ensure the deliberative process of the Council is maintained at all times. No Councilmember or member of City staff shall, by conversation or other means, delay or interrupt the proceedings or disturb any Councilmember while that member has the right to the floor.
- B. *Call to Order.* Any Councilmember or member of City staff may be called to order by the presiding officer for a violation of this section. Any member of Council may call the violation to the attention of the presiding officer by raising a Question of Order. The Question of Order shall be decided by the presiding officer without debate. The person so called to order shall take his or her seat and cease speaking, unless permitted by the presiding officer to explain. If the person called to order is a member of the Council, the decision by the presiding officer shall be subject to appeal [see Section 7.05]. Any member of Council who refuses to comply with a call to order may be censured.

9.03. Recognition of Administrative Authority.

- A. *Interference with Administration.* Members of Council are reminded that Section 7.02 of the City Charter prohibits the interference in the daily administrative operations of the City by any member. No member of Council shall individually request or demand the initiation of any task or presume to direct the performance of any work of any official or employee of the City. Likewise, the members of Council are reminded that the Council is a collaborative body, and any direction or the assignment of any task to any of the appointed officials must be made with the consent of Council rather than by individual members.
- B. *Presentation of Concerns.* A member of Council who desires to communicate any suggestions, concerns, commendations or complaints from a constituent or from the member himself or herself shall refrain from direct communications with department/division head personnel. Such concerns shall be communicated to the appropriate appointed official.
- C. *Duty of Appointed Officials.* No appointed official shall waive or assign his or her responsibilities for the daily operations of the Departments or Divisions assigned to such appointed official by Charter or by City Ordinance to any member of Council or otherwise allow any continued breach of Section 7.02 of the City's Charter; provided, however, that an appointed official may authorize any member of Council to direct questions regarding the operation of any Department or Division under the appointed authority's control to the appropriate Department or Division Head on a regular basis.

9.04. Interaction with Appointed Officials. Members of Council are reminded that the City Manager, Finance Director, and Law Director work for Council as a whole, and individual members should refrain from individually requesting or demanding the initiation or cessation of any task by any of the appointed officials when such request or demand is contrary to direction already given to the appointed official by Council or when the request or demand is contrary to Council's known position on the matter. The City Manager, Finance Director or Law Director shall have the right to present the individual request or demand to Council for its approval before proceeding in the initiation or cessation of any task.

9.05. Censure.

- A. Any member of Council, including the Mayor, may be censured for a violation of the Rules of Council or for a violation of any law or ordinance of the City, or where otherwise provided by Charter, City Ordinances, State law or in these Rules. A proposal to censure shall be made by administrative motion, presented in writing to Council as an item of New Business. If the motion receives a second, the matter shall automatically be tabled for not less than thirty (30) nor more than sixty (60) days to afford the accused member with adequate opportunity to consider the allegations and prepare such defense as he or she may wish to present.
- B. At the time that the administrative motion for censure is presented and seconded, Council shall choose a presiding officer for the censure hearing who may be the President of Council, Vice-President of Council, the Mayor, or Council may direct the Law Director to hire a judge, retired judge, magistrate, retired magistrate, attorney, or retired attorney to act as the presiding officer.
- C. At either a regular meeting, or a special meeting called for the sole purpose of considering the motion to censure, Council shall untable the administrative motion and proceed to consider the merits of the motion. The member of Council that introduced the administrative motion and the member against whom censure is proposed shall each be given an equal opportunity to address the Council, present documentary evidence, or call such witnesses as each deems necessary during the hearing on the motion.
- D. The names of any witnesses to be called and copies of any documentary evidence shall be presented to the presiding officer at least forty-eight (48) hours prior to the start of the scheduled meeting at which the censure hearing will be held. Before beginning the proceedings, the presiding officer shall set a time limit for the presentations by the member that introduced the administrative motion for censure and by the member against whom censure is proposed, and brief time limit for responses by the opposing members.
- E. The member that introduced the administrative motion shall make his or her presentation to Council first, followed by the member against whom censure is proposed. The member who introduced the administrative motion shall then be given the opportunity to respond, followed by a response by the member against whom censure is proposed. The members of Council shall have the right to ask questions of both parties during the initial presentations of the opposing members.
- F. The proceedings shall be held in open session, and Council may not adjourn into executive session to consider the censure of a member. The proceedings shall be conducted in an orderly matter, but compliance with judicial standards and/or the Ohio Rules of Evidence shall not be required.
- G. Upon the conclusion of the presentations and responses, the presiding officer shall open the matter to Council for discussion and debate. Neither the member who introduced the administrative motion nor the member against whom censure is proposed shall participate in such debate or discussion.
- H. When there is no more debate or discussion on the matter, the presiding officer shall direct the City Clerk to call the roll on the administrative motion proposing censure. Both the member who proposed censure and the member against whom censure is proposed shall have the right to vote on the motion. A motion to censure shall only be passed upon the

affirmative vote of majority of the Council (at least five members).

SECTION 10. OFFICERS AND EMPLOYEES

10.01. Presiding Officer.

- A. The President shall serve as the presiding officer during all meetings. In the absence of the President, the Vice President shall perform such duties as are imposed upon the President. In the absence of the President and the Vice President, the Mayor shall perform such duties as are imposed upon the President. In the absence of the President, the Vice President, and the Mayor, the Clerk shall call the Council to order and proceed with the roll call. If after the roll is called a quorum is present, Council may appoint a President Pro Tem for the sole purpose of conducting the meeting.
- B. The presiding officer shall preserve order and decorum, prevent personalities or the impugning of members' motives, confine members in debate to the question under discussion, and decide all points of order, subject to an appeal. The presiding officer shall request any member that is breaching the Code of Conduct during a meeting to be orderly and silent. If, after receiving a warning from the presiding officer, the member persists in disrupting the meeting, the presiding officer may order the member to leave the meeting or may request the Sergeant-At-Arms to remove the offending member.

10.02. Mayor.

- A. The Mayor shall be considered the official representative of both the Council and the City at all civic functions where practical. The Mayor may, when unable to attend civic functions in person, appoint a substitute, who shall be an elected or an appointed official of the City.
- B. It shall be the duty of the Mayor to sign all official proclamations of the City.
- C. The Mayor shall have no other expressed or implied duties, powers or privileges except as provided by the Charter, these Rules, or by ordinance or resolution.

10.03. Election of President and Vice President. The offices of President and Vice President shall be nominated and filled separately, with the position of President being filled first. No candidate for President or Vice President shall be declared elected unless he shall have received a majority vote. Any number of nominations for the position of President or Vice President may be made, with the presiding officer announcing each name upon a nomination and second. The nominations should then be voted for in the order announced until one receives a sufficient vote for election. Likewise, no vacancy in the position of President or Vice President shall be filled except pursuant to majority vote. In either case, the vote shall be by a roll call vote, and all members of Council shall either cast a "yes" or "no" vote, which shall be recorded by the Clerk. No member shall abstain from voting in the election of President or Vice President, unless so required by Ohio Ethics Law.

10.04. Sergeant-At-Arms. The Sergeant-At-Arms, under the direction of the presiding officer, shall preserve order and compel the attendance of absent members in the manner to be prescribed by Council. The Sergeant-At-Arms shall be a Xenia police officer, as designated by the Public Safety Director. The Sergeant-At-Arms shall be in attendance at all meetings of Council.

10.05. City Clerk.

- A. The Clerk shall keep the records of Council and shall keep a proper file of all papers and documents that are a part of the transactions of the Council, of meetings of committees and all orders of the Council, and shall make such records available to the public, in accordance with the City's Public Records Policy.
- B. The Clerk shall be the custodian of the minutes of each meeting of all Council committees, which shall be kept in record form and made available to the public, in accordance with the City's Public Records Policy.
- C. In addition, the Clerk shall perform such other and further duties as may from time to time by Charter, statute, ordinance or resolution be required of the Clerk.

10.06. City Manager.

- A. The City Manager shall attend all meetings of Council, unless otherwise excused by contract or Council, and make a report to Council on the administrative affairs of the City, the annual budget, capital programs and future needs of the City, and any personnel issues. The City Manager shall have the right to participate in all meetings of the Council, to make recommendations on affairs of the City, and to propose legislation to Council, but shall not vote on any matter before Council.
- B. Before presentation to the Law Director for review, the City Manager shall review all proposed ordinances and resolutions for issues regarding conflicting City policies, personnel issues, funding issues, or any other administrative issue.
- C. The City Manager shall make such reports as the Council may request or require concerning the operation of any City department, office or agency subject to the City Manager's direction and supervision.
- D. The City Manager shall research and investigate any matter or question requested by Council and shall report back to Council on the same in a timely matter.

10.07. Director of Finance.

- A. The Director of Finance shall attend all meetings of Council, unless otherwise excused by contract or Council, and shall advise Council and the City Manager on the financial condition of the City. The Finance Director shall have the right to make recommendations to the Council regarding the financial affairs of the City and to propose legislation to Council related to the same.
- B. Before presentation to the Law Director for review, the Finance Director shall review all proposed ordinances and resolutions for issues regarding funding or any other financial issue.
- C. The Director of Finance shall prepare financial reports for City Council, as requested by Council, and shall assist the City Manager with the preparation and presentation of the annual budget and capital plan to the City Council.
- D. In addition, the Director of Finance shall perform all other duties as may be required by Council.

10.08. Director of Law.

- A. The Director of Law shall attend all meetings of Council, unless otherwise excused by contract or Council, to provide legal advice and assistance, and shall function as Parliamentarian on all questions of procedure and order when requested by the presiding officer. The Law Director shall have the right to make recommendations to the Council regarding the laws and legal affairs of the City and to propose legislation to Council regarding the same.
- B. The Director of Law shall review all proposed ordinances and resolutions for correct legal form and possible conflicts with any existing ordinances, or potential conflict with the Charter or the Ohio Constitution, and give final approval as to form before publication on the agenda. If an amendment is made to any ordinance or other legislation, the ordinance or legislation shall, before its final passage, be referred back to the Director of Law for the Director's opinion on the legality of the same.
- C. The Director of Law shall not be required to draw or prepare any ordinance or resolution except upon a majority vote of Council. The Director shall render written opinions on any matter, as requested by a majority of Council.
- D. In addition, the Director of Law shall perform all other duties as may be required by Council.

SECTION 11. STANDING COMMITTEES11.01. Standing Committees of Council. The standing Committees of the City Council shall be:

- A. Finance & Budget Committee
- B. Legislative Review & Government Affairs Committee
- C. Property Management Committee
- D. Public Safety Committee
- E. Public Service & Utilities Committee

11.02. Appointment.

- A. Each Standing Committee of Council shall be composed of three (3) members of Council, who shall serve until his or her successor is appointed. All appointments, including the Chair of each Committee, shall be made by the President of Council at the second regular meeting in January of each year.
- B. Each member of Council shall serve upon at least one Standing Committee, as appointed.

11.03. Meetings. Meetings of the Standing Committees of Council shall occur on an as-needed basis, and shall be called upon the order of the Committee Chair at the request of the City Manager, the Finance Director, or the Law Director.

- A. *Time and Place.* A majority of the members of a Committee shall constitute a quorum for the transaction of business. Each Committee shall hold its meetings at the City Administration Building, at the time and place fixed by the Chair of the Committee, unless another location is selected by the Chair.

B. *Notice.*

- (1) If the Committee sets a regular schedule, the City Clerk shall publish notice of the Committee's meeting schedule the same as notice for regular meetings are published yearly. Should the Chair find it necessary to hold a Committee meeting at another time or place, he or she shall notify the City Clerk to publish notice thereof at the City Administration Building and on the City's website at least twenty-four (24) hours before the meeting.
- (2) If no regular meeting schedule is set, the Chair shall notify the City Clerk at least one (1) week prior of the meeting's date, time, and location, and the Clerk shall publish notice of the Committee meeting at the City Administration Building and on the City's website at least forty-eight (48) hours prior to said meeting.

C. *Openness.* All Committee meetings shall be open to the public, and a record of the attendance of members of the Committee shall be kept in the minutes.

D. *Minutes.* Minutes must be composed and filed for each meeting of the Committee. The Committee shall, by majority vote, appoint a secretary to take such minutes, which shall be approved by a majority vote of the Committee at a succeeding meeting. Approved minutes shall be filed with the City Clerk, who shall be the custodian of said minutes and shall keep such minutes open to public inspection, in accordance with the City's Public Records Policy.

11.04. Voting. All votes shall be taken by roll call vote or by voice vote, as determined by the Chair of the Committee, and such votes shall be recorded in the minutes of the Committee. A majority of the members of a Committee shall be necessary for the recommendation of approval, disapproval, or amendment of any item of business pending before a Committee.

11.05. Committee Rules. Except in cases of obvious inconsistency or inapplicability, Committee meetings and hearings shall be governed by these Rules.

SECTION 12. SELECT COMMITTEES

12.01. Purpose. Council may, by resolution passed by a majority vote, create a select committee(s) to review, report and make recommendations on any resolution, ordinance or other matter before Council for consideration, except appropriation ordinances. The resolution creating the select committee shall set forth the purpose of the committee, set the number of appointed members to the committee, including voting members and non-voting members, and shall designate the time period by which the committee shall make its report and/or recommendations to Council.

12.02. Appointment.

- A. All appointments of committee members shall be made by the President, with the approval of Council by resolution and subject to any limitations or restrictions set forth in the resolution creating the select committee.
- B. No select committee created by Council shall consist of more than three (3) members of Council; except in cases where the select committee is a committee of the whole.
- C. The absence of a member of a select committee from three consecutive meetings, unless authorized by the Chair of the committee, may upon the recommendation of the committee,

cause the removal of the member by Council and the appointment of a new member to the committee.

- D. The terms of the members of the committee shall end at the time period designated by Council, or at the time the committee makes its report, whichever occurs first, except upon a motion by Council to recommit the matter that was the subject of the committee's report to the committee.

12.03. Select Committee Meetings.

- A. *Time and Place.* A majority of the members of a select committee shall constitute a quorum for the transaction of business. Each select committee shall hold its meetings at the City Administration Building, at the time and place fixed by the Chair of the committee, unless another location is selected by the Chair.
- B. *Notice.* The schedule of each select committee shall be posted at the City Administration Building and published once in a newspaper of general circulation within the City. Should the Chair of the committee find it necessary to hold the meeting at another time or place, he or she shall notify the Clerk, who shall cause notice thereof to be posted at the City Administration Building at least twenty-four (24) hours before the meeting.
- C. *Openness.* All meetings of the select committee shall be open to the public and a record of the attendance of members of the committee shall be kept in the minutes.
- D. *Minutes.* Minutes must be composed and filed for each meeting of the Committee. The Committee shall, by majority vote, appoint a secretary to take such minutes, which shall be approved by a majority vote of the Committee at a succeeding meeting. Approved minutes shall be filed with the City Clerk, who shall be the custodian of said minutes and shall keep such minutes open to public inspection, in accordance with the City's Public Records Policy.
- E. *Chair and Vice Chair.* The select committee shall elect its own Chair and Vice Chair, unless the Chair and Vice Chair have been appointed by Council in the resolution creating the committee.

- 12.04. Voting. All votes shall be taken by roll call vote or by voice vote, as determined by the Chair of the select committee. A majority of the members of a select committee shall be necessary for the approval of any report or set of recommendations to be made to Council that are pending before the committee. All other motions shall require only a majority vote of the members of the committee present. The vote on all matters before a select committee shall be recorded in the minutes of the Committee meeting.

- 12.05. Committee Rules. Except in cases of obvious inconsistency or inapplicability, select committee meetings and hearings shall be governed by these Rules.

- 12.06. Reports of Committee. It shall be the duty of the select committee to recommend to Council the approval, disapproval, or amendment of any legislation referred to it by Council, or to make a report and recommendations on any other matter referred to it by Council, within the time period set by Council. The report of the select committee shall be made in writing and shall be accompanied by the original papers upon which such report is based, unless otherwise ordered by Council. Prior to the report of such committee, any matter referred to the committee may be taken from the hands of the committee by a majority vote of all the members of Council.

12.07. Reception and Adoption of Reports by Council.

- A. Before the report of any select committee can be read by Council it must be received upon a motion for the same, approved by a majority vote. Such a motion shall be considered an administrative motion and need not be done by resolution.
- B. Once the report has been received by administrative motion, the report shall be considered to be before Council for its consideration and debate, and any recommendations made in the report are open to amendment.
- C. When the report of a select committee is only for the information of Council, it is not necessary for Council to take any further action on the report once it has been received.
- D. Except as provided in Section 12.07 E., when the report of a select committee makes recommendations for specific actions to be taken by the Council, Council shall adopt, adopt with amendments, or reject the report by resolution.
- E. When a select committee reports back on a resolution or ordinance referred to it and recommends its adoption or enactment, the question before Council shall be for such adoption or enactment. If the report of the select committee recommends against adoption or enactment, Council may still adopt the resolution or enact the ordinance, and in such cases the motion for shall be stated for adoption or enactment “notwithstanding the report of the committee to the contrary.” If the select committee’s report recommends that the resolution or ordinance that was referred to it be amended, the questions to Council shall be first on the adoption of the proposed amendment and then on adoption of the resolution or enactment of the ordinance.

SECTION 13. SEVERABILITY; VALIDITY OF ACTS OF COUNCIL

- 13.01. In the event that any provision of these Rules are held by a Court of competent jurisdiction to be unenforceable or in conflict with applicable law, such unenforceability or conflict shall not affect the other provisions of these Rules that can be given effect without the unenforceable or conflicting provision. To this end, the provisions of these rules are declared severable.
- 13.02. No legislative act or administrative action of the City Council shall be challenged by an assertion that the act or action was taken in violation of any provision of these Rules. The adoption of any ordinance or the passage of any resolution or administrative motion without objection by a member of Council predicated upon an asserted violation of these Rules shall be a conclusive presumption that any departure from the procedural requirements established by these Rules occurred with the unanimous consent of all members who voted, either pro or contra, or abstained on such ordinance, resolution or administrative motion and shall be deemed immaterial to the validity of the enactment.

SECTION 14. AMENDMENTS; SUSPENSION; REVIEW

- 14.01. These Rules may be amended, or new rules adopted, upon an administrative motion approved by a majority vote of the Council.
- 14.02. Council retains the inherent authority to suspend these Rules, individually or collectively, upon an administrative motion made for such purpose, duly seconded, and approved by a majority vote.

14.03. These Rules shall be reviewed by Council's Legislative Review & Government Affairs Committee at least once every five (5) years, beginning on the date of their adoption.

SECTION 15. ROBERT'S RULES OF ORDER

These Rules of Council are intended to supersede Robert's Rules of Order; however, in the absence of any Rule herein upon the matter of any business, Council shall be governed by Robert's Rules of Order.