

**FLAGSTAFF DOWNTOWN BUSINESS IMPROVEMENT
AND REVITALIZATION DISTRICT
OF FLAGSTAFF, ARIZONA**

RESOLUTION NO. 2014-01

A RESOLUTION OF THE DISTRICT BOARD OF THE FLAGSTAFF
DOWNTOWN BUSINESS IMPROVEMENT AND REVITALIZATION
DISTRICT OF FLAGSTAFF ADOPTING RULES OF PROCEDURE
AND OPERATION AND OTHER ADMINISTRATIVE MATTERS

WHEREAS, on February 4, 2014, the City Council of the City of Flagstaff, Arizona (the "City"), adopted a Resolution ordering and declaring the formation of the Flagstaff Downtown Business Improvement and Revitalization District (the "District") in the City of Flagstaff, Arizona; and

WHEREAS, the District is a special purpose tax levying revitalization district as provided in Section 48-6807 of the Arizona Revised Statutes, and is considered to be a municipal corporation and political subdivision of the State of Arizona, separate and apart from the City; and

WHEREAS, certain matters relating to the organization of the District must be determined by the Board of Directors of the District (the "District Board"); and

NOW, THEREFORE, BE IT RESOLVED BY THE DISTRICT BOARD OF THE FLAGSTAFF DOWNTOWN BUSINESS IMPROVEMENT AND REVITALIZATION DISTRICT OF FLAGSTAFF, ARIZONA as follows:


1. Rules of Procedure and Operation. Rules of Procedure and Operation for the District Board in substantially the form attached as Exhibit A are hereby approved.
2. Posting of Notices. As required by Section 38-431.02 of the Arizona Revised Statutes, statements of the District Manager directing where all public notices of the meetings of the District shall be posted, in substantially the forms attached in Exhibit B, have been provided to those indicated thereon and are hereby approved and ratified for all purposes thereof.
3. Preparation of Budget. As required by Section 48-6813 of the Arizona Revised Statutes, the District Treasurer is hereby directed to cause to be prepared a draft of a proposed District budget for the 2014 - 2015 fiscal year (July 1 through June 30) and to circulate the same for consideration at a meeting of the Board in May 2014.
4. Effective Date. This Resolution shall be effective immediately.

PASSED by the District Board of the Flagstaff Downtown Business Improvement and Revitalization District this 9th day of April, 2014.

Chairman

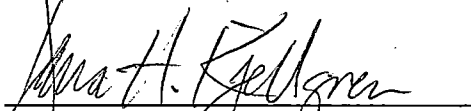


ATTEST:


District Clerk

APPROVED AS TO FORM:

Shorall McGoldrick Brinkmann


Attorney for the District

ATTACHMENTS:

EXHIBIT A – Rules of Procedure

EXHIBIT B - Statements Regarding Posting of Public Meetings

EXHIBIT 'A'

**RULES OF PROCEDURE AND OPERATION
of the
FLAGSTAFF DOWNTOWN BUSINESS IMPROVEMENT
AND REVITALIZATION DISTRICT**

Rule 1

GENERAL RULES REGARDING MEETING PROCEDURES

1.01 Rules of Procedure; Journal

The Board shall determine its own rules and orders of business, and shall provide for keeping a record of its proceedings. The record of proceedings shall be open to public inspection.

1.02 Written Rules, Order of Business, and Procedure

These Rules of Procedure of the Board shall be available to all interested citizens.

Rule 2

CODE OF CONDUCT AND CONFLICTS OF INTEREST

2.01 Code of Conduct

District Board members occupy positions of public trust. All actions and business transactions of such officials dealing in any manner with public funds shall be in compliance with all laws or ordinances establishing a code of conduct for public officials or pertaining to conflicts of interest of public officials or employees.

2.02 Participation and Voting Bar [A.R.S. §38-503]

Any Board member prohibited from participating or voting on any matter before the District by the state conflict of interest laws shall make known such conflict on the record of any meeting where the item is discussed, and shall not enter into discussion, debate, or vote on such matter.

Rule 3

BOARD MEETINGS

3.01 Regular Meetings

The District Board shall hold regular meetings on the first Tuesday of every month at 10:00 a.m. unless a majority of the Board decides to postpone or cancel such meeting. No change shall be made in regular meeting times or place without a published seven day notice.

EXHIBIT 'A'**RULES OF PROCEDURE AND OPERATION
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Rule 3**BOARD MEETINGS****3.01 Regular Meetings**

The District Board shall hold regular meetings on the first Tuesday of every month at 1:00 p.m. unless a majority of the Board decides to postpone or cancel such meeting. No change shall be made in regular meeting times or place without a published seven day notice.

If the day fixed for any regular meeting of the Board falls upon a day which the District observes as a legal holiday, the meeting may be cancelled or held at a time and date designated by the Board. All regular meetings of the Board shall be held in the Flagstaff City Hall Staff Conference Room. No change shall be made in regular meeting times without a published seven-day notice. However, the Chairman of the Board may change the Board meeting location to adjust to a specific need for additional space required to accommodate a large citizen turnout, upon giving the public notice of such change pursuant to notice requirements. All regular meetings of the Board shall be open to the public.

3.02 Special Meetings

Special meetings may be called by the Chairman of the Board. The Board may hold any other meetings it deems necessary at such times and locations as it determines appropriate under the circumstances for the purposes of addressing specific issues, strategic planning, budgeting, or for any other purpose allowed by law, so long as notice of such meeting has been given in accordance with the Arizona Open Meeting Law. The District Clerk shall prepare written notice of special sessions, stating time, place, and agenda; this notice shall be given personally, or by telephone or Internet, to each member of the Board, the District Manager, and the District's attorney, and shall be posted no later than twenty-four hours in advance of the special meeting.

3.03 Work Sessions and Agenda Review

Work sessions are public meetings held for the following purposes: (1) briefing Board members on items included on the Board's regular meeting agenda, (2) discussion of long range plans and programs for which no immediate action is required, (3) detailed discussion of matters which may soon be placed on a regular meeting agenda, and (4) exchange of information between the staff and Board. No formal vote shall be taken on any matter under discussion, nor shall any Board member enter into a commitment with another respecting a vote to be taken subsequently in a public meeting of the Board, providing that nothing herein shall prevent the Board from giving staff direction on any matter under discussion. Any formal action, however, must be scheduled for Board action at a regular or special Board meeting.

3.04 Executive Sessions [A.R.S. §38-431.03]

The Board may meet in, or recess into, executive session for all purposes allowed by law. Attendance at the executive session shall be limited to members of the District Board, the District Manager and District's attorney or their designees, and appropriate District staff or consultants to the District as the Board may invite or as may be required for advice or information. No formal vote involving final action shall be taken on any matter under discussion while in an executive session, except the Board may instruct its attorneys and representatives as allowed by law.

3.06 Minutes of Meeting [A.R.S. §38-431.01]

Except as otherwise provided by state law, there shall be minutes of all Board meetings. Such minutes shall include, but need not be limited to: (1) the date, time, and place of the meeting; (2) the members of the District Board recorded as either present or absent; (3) a general description of the matters considered; (4) an accurate description of all legal

actions proposed, discussed, or taken, and the names of members who propose each motion; and (5) the name of persons, as given, making statements or presenting material to the Board and a reference to the legal action about which they made statements or presented material. Minutes of all meetings, except executive sessions, shall be open to public inspection.

Rule 4
THE BOARD AGENDA

4.01 Procedures for Preparation of Board Agendas

All reports, communications, ordinances and resolutions, contracts or other documents, or other matters to be submitted to the Board as part of the Board meeting agenda packet shall be available to the Board by the Friday preceding the meeting.

The agenda shall be made public in advance of the meeting by posting on the regular public posting board at City Hall and on the District's website. Such action shall be taken concurrently with the furnishing of the agenda to the District Board.

Rule 5
ORDER OF BUSINESS

5.01 Regular Meeting Agenda

The agenda for regular meetings of the District Board shall follow the following order:

Call to Order
Roll Call
Approval of Minutes of Previous Meetings
Public Participation
Specific Items for Consideration
Possible Future Agenda Items
Informational Items and Reports to/from Board and Staff, and Requests for Future Agenda Items
Adjournment

Rule 6
PRESIDING OFFICER

6.01 Chairman as Chair

The Chairman, or in his or her absence, the Vice Chairman, shall be the Chair for all meetings of the Board.

6.02 Temporary Chair

In case of the absence of the Chairman and the Vice Chairman, the District Clerk shall call the Board to order. If a quorum is found to be present, the Board shall proceed to elect, by a majority of those present, a Chair for the meeting.

Rule 7
MEETING DECORUM AND ORDER

7.01 Decorum and Order among Board members

The Chair shall preserve decorum and decide all questions of order, subject to appeal to the Board. During Board meetings, Board members shall preserve order and decorum and shall not delay or interrupt the proceedings or refuse to obey the order of the Chair or the Rules of the Board. Every Board member desiring to speak shall address the Chair, and upon recognition by the Chair, shall confine himself or herself to the question under debate and shall avoid all personal attacks and indecorous language. A Board member once recognized shall not be interrupted while speaking unless called to order by the Chair or unless a point of order is raised by another Board member. If a Board member is called to order while he or she is speaking, he or she shall cease speaking immediately until the question of order is determined. If ruled to be out of order, he or she shall remain silent or shall alter his or her remarks so as to comply with the Rules of the Board. Board members shall confine their questions to the particular issues before the Board. If the Chair fails to act, any member may move to require him or her to enforce the Rules and the affirmative vote of the majority of the Board shall require the Chair to act.

7.02 Decorum and Order among District Staff

The Chair shall have the authority to preserve decorum in meetings as far as the audience, staff members, and District employees are concerned. Any remarks by staff members and District employees shall be addressed to the Chair and to any or all members of the Board.

7.03 Decorum and Order among Citizen Participants

Citizens attending Board meetings shall also observe the same rules of propriety, decorum, and good conduct applicable to members of the Board. Any person making personal, impertinent, and slanderous remarks, or who becomes boisterous while addressing the Board during a Board meeting, may be removed from the room if so directed by the Chair, and such person shall be barred from further audience before the Board. Unauthorized remarks from the audience, stamping of feet, whistles, yells, and similar demonstrations shall not be permitted by the Chair. Should the Chair fail to act, any member of the Board may move to require the Chair to enforce the Rules, and the affirmative vote of the majority of the Board shall require the Chair to act. Political campaigning is prohibited. Any member of the public desiring to address the Board on any item may, and on any public hearing item shall be recognized by the Chair pursuant to Rule 9, shall state his or her name and city of residence in an audible tone for the record, and shall limit his or her remarks to the questions under discussion. Any remarks shall be addressed to the Chair and to any or all members of the Board.

Citizens are allowed to address the Board a maximum of three times throughout the meeting, including comments made during Public Participation. Other than Public Participation, comments shall be limited to the business at hand. If the Chair recognizes a speaker, the Chair shall limit the period of speaking to a reasonable period of time of no more than three minutes per person, at the discretion of the Chair and a speaker may

address the Board with the speaker's own statements, and the statements of other persons within the three minute period, but that shall be the speaker's only opportunity to address the Board on that issue.

Rule 8

RIGHT OF APPEAL FROM THE CHAIR

8.01 Process for Appeal

Any Board member may appeal to the Board from a ruling of the Chair. If the appeal is seconded, the member making the appeal may briefly state his or her reason for the same, and the Chair may briefly explain the Chair's ruling. There shall be no debate on the appeal, and no other member shall participate in the discussion. The Chair shall then put the question, "Shall the decision of the Chair be sustained?" If a majority of the members present vote "aye", the ruling of the Chair is sustained; otherwise, it is overruled.

Rule 9

PUBLIC PARTICIPATION IN BOARD DISCUSSIONS

9.01 Non-Public Hearing Discussions

Any person wishing to speak on any matter on the agenda before the Board shall fill out a comment card and submit that card to the recording clerk, who will deliver the card to the Chair. The Chair need not accept public discussion on a non-public hearing item. If the Chair recognizes a speaker, the Chair shall limit the period of speaking to a reasonable period of time of no more than three minutes per person, at the discretion of the Chair and a speaker may address the Board with the speaker's own statements, and the statements of other persons within the three minute period, but that shall be the speaker's only opportunity to address the Board on that issue. The person desiring to speak shall limit his or her remarks to the matter under discussion and shall address his or her remarks to the Chair. At the discretion of the Chair, ten or more persons present at the meeting and wishing to speak may appoint a representative who may have no more than fifteen minutes to speak.

9.02 Public Hearings

- A. In the case of a public hearing, the Chair shall announce prior to such hearing the total time limit, if any, to be allowed for public debate, depending upon the circumstances and public attendance. The Chair shall also announce the time limits for each individual speaker (normally no more than three minutes), and that no speaker may be heard more than once.
- B. At the discretion of the Chair, ten or more persons present at the meeting and wishing to speak may appoint a representative who may have no more than fifteen minutes to speak.
- C. Speakers may not cede any portion of their allotted time to another speaker.
- D. The order of presentation and time limits shall be as follows:

1. Staff presentation (ten minute time limit, except with specific Board permission to exceed this limit).
 2. Applicant presentation, only upon applicant's specific request (up to ten minutes, except with specific Board permission to exceed this limit).
 3. Board's questions to staff and applicant.
 4. Public comment (three minutes for individual speakers, up to fifteen minutes for a representative of ten or more persons present at the meeting who have contributed their time to the representative),
 5. Applicant's response, only upon applicant's specific request (5 minutes),
 6. Staff's response (5 minutes),
 7. Board deliberation and questions to staff and applicant.
- E. This rule will not preclude questions from members of the Board to the speaker where it is deemed necessary for purposes of clarification or understanding, but not for purposes of debate or argument.

Rule 10
RULES GOVERNING MOTIONS BY THE BOARD

10.01 Motion to be Stated by the Chair - Withdrawal

When a motion is made and seconded, it shall be so stated by the Chair before debate commences. A motion may not be withdrawn by the mover without the consent of the member seconding it.

10.02 Motion to Suspend Rules

Suspension of these Rules requires majority consent of the Board members present. A motion to suspend may not be made while another motion is pending unless it directly applies to the pending motion.

10.03 Motion to Change Order of Agenda

The Chair may, at his or her discretion, or shall, upon the majority vote of Board members present, change the order of the agenda. However, caution should be given to not changing the order to circumvent the Open Meeting Law.

10.04 Motion to Table

A motion to table is used to delay discussion on an item until later in the meeting or until the next meeting. Neither the motion to table nor other business can be discussed, until a vote has been taken on the motion. If the motion is successful, no further discussion can be had without a motion to take off the table. To take a motion off the table at the same or immediately succeeding meeting, a motion and second must be made to take the item off the table, and it must pass by majority vote.

If not revived by the adjournment of the immediately succeeding meeting, the matter is considered to be dead.

10.05 Motion to Postpone

A motion to postpone is in order when an item is rescheduled to a time certain, when it is delayed with conditions, or when the matter is intended to be disposed of without action. If the motion prevails, the item shall return for Board action at the meeting specified or in accordance with the conditions established in the postponement. A motion to postpone may be debated prior to vote, but no other motion, including a motion to amend, may be offered until the vote is taken and only if the motion to postpone fails.

A motion to postpone indefinitely, if it receives a majority vote, effectively extinguishes an item.

10.06 Motion to Divide the Question

If the question contains two or more divisionable propositions, the Chair may, and upon request of a member shall, divide the same.

10.07 Motion to Amend

On a motion to amend or "strike out and insert", the motion shall be made so that the intent of the amendment is clear to the Board and public, and for the record.

The Board may materially amend an ordinance after the first read of that ordinance and proceed immediately to the second read and adoption. In other words, it is not necessary to proceed as though it is a new ordinance after a material change.

10.08 Motion to Amend an Amendment

A motion to amend an amendment shall be in order, but one to amend an amendment to an amendment shall not be introduced. An amendment modifying the intention of a motion shall be in order, but an amendment relating to a different matter shall not be in order.

10.09 Motion to Reconsider

After the decision on any question, any member who voted with the majority may move for a reconsideration of any action at the same meeting or at the next regular meeting that occurs at least one week after the date the action was taken. In the event of a tie vote on a motion, any Board member may move for reconsideration at the next regular meeting of the District Board that occurs at least one week after the date the action was taken, but not thereafter. To ensure that the matter will be included on the posted agenda in conformance with the Open Meeting Law, any Board member who wishes to have a decision reconsidered must alert the District Clerk in writing at least five (5) days, exclusive of Saturdays, Sundays, and intermediate holidays, prior to the meeting at which the motion to reconsider will be made, unless the motion to reconsider was made and seconded at a Board meeting. A motion to reconsider shall require the affirmative vote of the majority of the members present at the time of reconsideration. After a motion for reconsideration has once been acted on, no other motion for reconsideration of the same subject shall be made without unanimous consent of all Board members.

10.10 Motion for Roll Call Vote

Any Board member may request a roll call vote, or the Chair may ask for a roll call vote for purposes of clarifying a vote for the record. The roll may be called for yeas and nays upon any questions before the Board. Unless allowed by the Chair, it shall be out of order for members to explain their vote during the roll call, or to engage in additional debate or discussion on the subject after the vote is taken.

Rule 11**MISCELLANEOUS PROVISIONS REGARDING MEETING PROCEDURES****11.01 Prior Approval by Administrative Staff**

Except as to matters requested by individual Board members under the Possible Future Agenda Items Section of the agenda, all ordinances, resolutions and contract documents shall, before presentation to the Board, have been approved as to form and legality by the District's attorney, and shall have been examined for practicality by the District Manager or his or her authorized representative.

11.02 Placement of Items on Agendas for Board Action

Pursuant to Board direction received during any Board meeting, the District Manager may present ordinances, resolutions, and other matters or subjects to the Board, and any Board member may assume sponsorship thereof by moving that such ordinances, resolutions, matters or subjects be adopted. In addition, ordinances, resolutions and other matters or subjects requiring action by the Board may be introduced and sponsored by a member of the Board through the Possible Future Agenda Items process described in Rule 4.01, or by contacting the District Clerk one week prior to the meeting.

11.04 Amendments to Rules of Procedure

New rules of procedure may be adopted, or these Rules may be repealed or amended, in conformance with applicable provisions of the Arizona Revised Statutes at any meeting of the District Board called for that purpose, by a vote of the majority of the Directors.

11.05 Robert's Rules

Robert's Rules of Order, latest edition, shall serve as a guideline for interpretation of and supplementation for these Rules in all cases to which they are applicable, provided they are not in conflict with these Rules or the laws of the State of Arizona. The interpretation of these Rules and Robert's Rules shall be guided by the principles underlying Parliamentary law, that is, a careful balance of the rights of individuals and minority subgroups of the Board with the will of the majority. In no case shall the strict application of a rule or procedure be interpreted to deny any individual or minority the right to participate in a debate, discussion, or vote, nor shall these rules be interpreted in such a way so as to defeat the will of the majority of the whole of the Board.

**Rule 12
OPERATING PROCEDURES**

12.01 Authority to Execute Documents.

Except as otherwise provided by resolution of the District Board, all agreements and other documents to which the District is a party shall be executed on behalf of the District by the Chairman or the Vice Chairman of the District Board.

EXHIBIT 'B'

**STATEMENT OF LOCATIONS WHERE ALL NOTICES OF THE MEETINGS OF THE
FLAGSTAFF DOWNTOWN BUSINESS
IMPROVEMENT AND REVITALIZATION DISTRICT
WILL BE POSTED**

Pursuant to A.R.S. § 38-431.02, the Flagstaff Downtown Business Improvement and Revitalization District hereby states that all notices of its meetings and any of its committees and subcommittees will be posted at

City Council Bulletin Board – First Floor
Flagstaff City Hall
211 West Aspen
Flagstaff, Arizona 86001
and at <http://downtownflagstaff.org/>

Such notices will indicate the date, time, and place of the meeting and will include an agenda or information concerning the manner in which the public may obtain an agenda for the meeting.

Date Submitted

By _____
Title _____