

BYLAWS OF
THE CITY OF PHOENIX ETHICS COMMISSION

ARTICLE I
AUTHORITY AND PURPOSE

1.01 **AUTHORITY**. The City of Phoenix Ethics Commission (“Commission”) is hereby established by the Mayor and Council of the City of Phoenix on February 15, 2017, pursuant to Ordinance G-6274, Phoenix City Code Sections 2-52 and 2-53.

1.02 **PURPOSE**. The Commission is established to initiate proceedings, conduct an initial evaluation, and if necessary, investigate, proceed with a formal hearing, and recommend action to the Mayor and City Council (collectively “Council”) related to alleged ethics or gift policy violations by a Council member or a City of Phoenix board, commission, committee, or task force member (collectively “Board Member”). In addition, the Commission is established for such other purposes as approved and adopted by Council.

ARTICLE II
POWERS AND DUTIES

2.01 **POWERS AND DUTIES**. The Commission shall have full power to conduct, manage, and direct the business and affairs of the Commission, subject to the express limitations set forth in Phoenix City Code Sections 2-52 and 2-53, and other limitations imposed by applicable law, including such other limitations as may be imposed by the Council. The Commission may:

- (a) Adopt bylaws that will govern the day-to-day operations of the Commission and establish such other offices as the Commission deems appropriate;
- (b) Establish committees and subcommittees as necessary to carry out the Commission’s purpose;
- (c) Investigate, take testimony, and engage in any other action to the extent permitted by law to oversee the investigation and recommend enforcement of ethics or gift policy related to Council or a Board Member, or for such other purposes as approved and adopted by Council;
- (d) Appoint an independent investigator as necessary to assist the Commission in carrying out its purpose and responsibilities;
- (e) Issue advisory opinions regarding ethics or gift policy issues upon request by a Council member or Board Member; and
- (f) Undertake such other powers, duties, and responsibilities as may be authorized and adopted by Council.

2.02 **INITIAL RULES AND PROCEDURES**. The Commission will adopt Initial Rules of Procedure (“Initial Rules”) prepared by the City Manager to assist the Commission with its purpose, powers, and duties. The Commission may refer changes to the Initial Rules to the City Manager for review and recommendation to Council. Any changes to the Initial Rules must be approved by an affirmative vote of seven Council members.

ARTICLE III MEMBERS

3.01 NUMBER AND QUALIFICATION OF MEMBERS. The Commission will consist of five appointed members as provided in Phoenix City Code Section 2-53. Each member will hold office for the term for which the member is appointed until the member's successor is appointed and approved by Council, or until the member's earlier death, resignation, or removal. Any member may resign at any time upon written notice to the Chairperson.

3.02 TERM. Members first appointed to the Commission will serve an initial term as provided in Phoenix City Code Section 2-53(B). Three Commission members will serve an initial term that begins on or about January 1, 2024, and expires on December 31st of the fifth year served. Two Commission members will serve an initial term that begins on or about January 1, 2024, and expires December 31st of the third year served. Thereafter, all members will serve a term of five years that begins on January 1st of the first year served and expires on December 31st of the fifth year served. A member appointed to fill a vacant position will serve for the balance of the prior member's unexpired term.

3.03 TERM LIMITS. As provided in Phoenix City Code Section 2-53(B), no member of the Commission may serve more than one full five-year term unless: (a) the member is initially appointed to fill the remainder of an unexpired term created by a vacancy; or (b) the member served an initial three-year term when the Commission is first established. A member who fills the remainder of an unexpired term created by vacancy or who serves an initial three-year term when the Commission is first established may serve up to, but no more than one full five-year term after the expiration of such term.

3.04 REMOVAL OF MEMBERS. A Commission member may be removed with or without cause by Council as provided in Phoenix City Code Section 2-51, or for the member's failure to attend three consecutive meetings without prior written notice to the Chairperson, or for the member's failure to attend half of the meetings in a calendar year, or for a conviction of a crime involving moral turpitude, or repeated disruptive behavior after warning, or when in the opinion of the Council removal is in the best interests of the Commission.

3.05 QUORUM; VOTING. A quorum of the Commission will consist of a majority of appointed members. Any action voted on by a majority vote of the quorum present will be considered an action of the Commission unless otherwise required by law or rule. If a quorum is not present, the Commission is prohibited from discussing or voting on any items from the agenda and the meeting will be rescheduled. In the event a quorum is present at the beginning of a meeting and is not maintained throughout the meeting, no discussion, votes, or action requiring a vote may be taken after the loss of a quorum.

3.06 ORGANIZATION. The Chairperson of the Commission, or in the Chairperson's absence, the Vice Chairman, or in the absence of the foregoing, a Chairperson appointed by the members present, will call the meeting to order and will act as Chairperson. The Recording Secretary of the Commission will act as secretary for all meetings of the Commission, or in the Recording Secretary's absence, the acting Chairperson of the meeting may appoint a person to act as secretary.

3.07 VACANCIES. In case of any vacancy among the members through death, resignation, disqualification, or other cause, a successor will be appointed and approved by the City Council to hold office for the unexpired portion of the term of the member whose place will be vacant and until the appointment and approval of the member's successor.

3.08 COMPENSATION. Commission members will not receive a salary or otherwise be compensated except for reimbursement of parking fees near Phoenix City Hall.

3.09 MEMBER CONFLICT OF INTEREST. Arizona Revised Statutes Sections 38-501, *et seq.* apply to members. A Commission member who has a substantial interest in the outcome of any matter brought before the Commission as defined under Arizona law must make known that interest and the minutes of the meeting must reflect that the member made such fact known. The member must refrain from voting or participating in that matter in any way.

3.10 CITY OF PHOENIX ETHICS AND GIFT POLICY. It is the policy of the City of Phoenix to uphold, promote, and demand the highest standards of ethics from all of its employees and officials, whether elected or appointed. Accordingly, all City officers and employees, members of City boards, commissions, and committees, and members of the City Council should maintain the utmost standards of personal integrity, truthfulness, honesty, and fairness in carrying out their public duties, avoid any improprieties in their roles as public servants, and never use their City position or powers for improper personal gain. Commission members must comply with the Phoenix gift policy under Phoenix City Code Section 2-52.

3.11 PROXY VOTING, TELEPHONIC PARTICIPATION. Proxy voting will not be permitted. Telephonic participation by a member may be permitted where, in the opinion of the Chairperson, a member can participate fully by speaker phone. In addition, a member participating by telephone will be provided information on the meeting's agenda items in advance of such meeting.

ARTICLE IV OFFICERS

4.01 CHAIRPERSON. At its initial meeting the Commission will elect a Chairperson by a majority of the appointed members for an initial one-year term that begins on or about January of the first year served and expires on December 31st of the first year served. For all subsequent terms, the Chairperson will be elected by a majority of the appointed members. The Chairperson will:

- (a) Establish a regular meeting schedule;
- (b) Approve the agenda for each meeting;
- (c) Preside over Commission meetings, including deciding upon all points of order or procedure;
- (d) Appoint members to serve on committees and subcommittees;
- (e) Prior to Commission meetings and other such mutually convenient times review with the staffing department agenda items for future Commission meetings;
- (f) Consider other such matters and concerns of the Commission as set forth in these Bylaws or as directed by the Council.

4.02 VICE CHAIRPERSON. The Vice Chairperson will be elected by a majority of the appointed members. In addition to such other duties, if any, as may evolve upon the Vice Chairperson by virtue of the office, or as assigned by the Chairperson, the Vice

Chairperson will preside over meetings of the Commission in the absence of the Chairperson. A vacancy in the office of Vice Chairperson will be filled for the unexpired term by a new election at the next regular meeting of the Commission.

4.03 RECORDING SECRETARY. The City Manager will appoint an individual or individuals from among City staff to serve as Recording Secretary to the Commission. Neither the Recording Secretary nor staff may be members of the Commission. The Recording Secretary will take all minutes of Commission meetings and keep all Commission reports in accordance with applicable City ordinances and Arizona statutes. The minutes of all Commission meetings will be provided to the Commission in summary form. All documentation will be kept and maintained as directed by the City Manager.

4.04 LEGAL COUNSEL TO COMMISSION. The City Attorney, or designee, will provide legal representation and advice to the Commission as necessary. When issues of parliamentary procedures arise, legal staff will be available to advise the Chairperson as necessary.

4.05 ELECTION AND APPOINTMENTS. The Chairperson and Vice Chairperson will be elected by a majority of the appointed members of the Commission for a term of one year respectively. All officers, except for the Recording Secretary, will be elected from among the membership of the Commission. Nominations for Commission offices will be made no later than December 31st of each calendar year. Nominations do not require a second. Election of officers will be conducted no later than December 31st of each calendar year. An officer's term shall be for one year starting on January 1st and ending on December 31st. An unsuccessful candidate for Chairperson may be nominated and may be elected Vice Chairperson at the meeting.

4.06 COMMITTEES, AD-HOC COMMITTEES, AND SUBCOMMITTEES. The Commission may establish such committees, ad-hoc commissions, and subcommittees as the Commission deems necessary and appropriate for carrying out the Commission's purpose. The Chairperson may appoint the members of the committees, ad-hoc committees, and subcommittees created. Committees, ad-hoc committees, and subcommittees report to the Commission in an advisory capacity and such body will exist only if necessary to fulfill such said purposes as established by the Commission for which they were created.

4.07 REMOVAL OF COMMITTEE MEMBERS. A committee, ad-hoc committee, or subcommittee member may be removed with or without cause by the Chairperson or by a majority of appointed members of the Commission for the member's failure to attend three consecutive meetings without prior written notice to the Chairperson, or the member's failure to attend half of the meetings in a calendar year, or a conviction of a crime involving moral turpitude, or repeated disruptive behavior after warning, or when in the opinion of the Chairperson or majority of the appointed members of the Commission removal is in the best interest of the Commission. Removal under this subsection will not affect a member's appointment as Commission member.

ARTICLE V MEETINGS

5.01 SCHEDULE. The Commission will meet at such times when called by the Chairperson after consultation with Commission members and the staffing department. At the end of each calendar year, the Chairperson will set the Commission's meeting schedule for

the following year setting forth the date, time, and location for each meeting. Meeting times, dates, and locations may be changed, or a meeting may be cancelled by the Chairperson or a majority of the members of the Commission.

5.02 OPEN MEETING. The Commission must hold all meetings and conduct all business in accordance with Arizona Open Meeting Laws, Arizona Revised Statutes Sections 38-431, *et seq.* All meetings of the Commission, except in executive session as authorized by Arizona Revised Statutes Section 38-431.03, will be open to the public.

5.03 SPECIAL MEETINGS. Special meetings of the Commission may be called either by the Chairperson, or by a majority vote of the Commission members at any previous meeting. The minutes of the special meeting must record how the special meeting is called.

5.04 BRIEFING SESSIONS, WORKING SESSIONS, PUBLIC HEARINGS, OR MEETING. If deemed necessary by the Chairperson or a majority of appointed members of the Commission, the Commission may conduct in accordance with Arizona Open Meeting Laws briefing sessions, work sessions, public hearings, or meetings on matters within the scope of the Commission's authority.

5.05 MEETING PROCEDURES AND RULES. Rules 1, 5, 6, and 7 of the Rules of Council Proceedings, Phoenix City Code Section 2-60 as amended, and Guidelines for Speaking at Council Meetings are hereby adopted and apply to all Commission proceedings.

ARTICLE VI AMENDMENT

6.01 MODIFICATION OF BYLAWS. These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, at any meeting of the Commission after not less than seven (7) calendar days notice has been given to all members of the Commission and a copy of the proposed amendment sent with notice. Any change to these Bylaws requires an affirmative vote of four appointed members present.

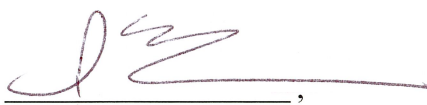
ARTICLE VII CONFLICT OF LAW OR AMBIGUITY

7.01 CONFLICT OR AMBIGUITY. If a conflict of law or ambiguity exists between these Bylaws and the Phoenix City Charter and City Code, as the City Charter and Code are amended from time to time, the provisions of the Phoenix City Charter and City Code shall prevail and control.

CERTIFICATE OF RECORDING SECRETARY

I hereby certify that the foregoing copy of the Bylaws is a true and correct copy of the Bylaws of the City of Phoenix Ethics Commission, as the same were adopted by the Commission.

Dated as of April 18, 2024


Recording Secretary