

**BYLAWS OF THE
Midtown Stakeholders Committee
(MSC)
CITY OF TALLAHASSEE**

ARTICLE I -- NAME AND AUTHORIZATION

A. NAME

The name of the Committee shall be the Midtown Stakeholders Committee herein after referred to as the "Committee".

B. AUTHORIZATION

The Committee exists by the authority of the Tallahassee City Commission and may be modified or abolished by action of the City Commission.

ARTICLE II -- PURPOSE AND FUNCTION

A. PURPOSE

This Committee shall serve in an advisory capacity to the Tallahassee City Commission and to the Tallahassee-Leon County Planning Department, on recommendations presented to the Committee by the Midtown Working Group.

B. FUNCTION

The functions of the Committee shall be to provide recommendations to the City Commission on those issues related to the future growth and development of Midtown that were presented at the January 27, 2021 City Commission meeting as recommendations from the Midtown Working Group, specifically:

1. Vote on recommendations to address parking concerns.
2. Vote on a list of planning priorities to be included in a request for a consultant "master plan" of Midtown.
3. Provide recommendations on the use and potential redevelopment of City-owned property in Midtown.
4. Other tasks that may be assigned by the City Commission.

ARTICLE III -- MEMBERSHIP

A. MEMBERS

The Midtown Stakeholders Committee shall be comprised of eight (8) members appointed by the Mayor. Committee members will be selected based on their qualifications and willingness to serve. Consistent with City Policy 1201, members will be selected without regard to race, color, gender, religion, national origin, age, disability, marital status, pregnancy, sexual orientation, gender identity or expression, genetic information, or any other characteristic protected by law. As much as possible, the Committee will be made up of an equitable representation of City residents based on race and sex according to the demographic ratio of the City. In consideration of the Americans with Disabilities Act, efforts should be made to include members with disabilities.

B. ELIGIBILITY

1. All members of the Midtown Stakeholders Committee shall be City residents, City property owners or City utility customers.
2. The members of the Committee shall be selected from the following classifications:
 - a. One (1) member of the Lafayette Park Neighborhood Association
 - b. One (1) member of the Levy Park Neighborhood Association
 - c. One (1) member of the Los Robles Neighborhood Association
 - d. One (1) member of the Midtown Neighborhood Association
 - e. Four (4) members that own businesses or own commercial property located in Midtown

C. APPOINTMENTS

1. Members shall be appointed initially for a three-year term. Members shall not serve more than two (2) full consecutive terms.
2. It is the responsibility of the Mayor to ensure an appointment will occur within thirty (30) days of notification of a vacancy. If an appointment is not made within thirty (30) days by the Mayor, the Committee shall have the authority to request an appointment be agendaed for the next available Commission meeting.

D. VACANCIES

1. A member's position shall become vacant when:
 - a. a member is absent from 33% of the regularly scheduled meetings in a given calendar year, regardless if such absence is excused or unexcused.

All absences will be duly recorded in the meeting minutes. Absences from emergency or special called meetings will not be recorded against a member in calculating the percent of absences. Special exceptions on the removal of members for absences may be made by the Chairperson of the Committee when the absences are due to health or time-limited extenuating circumstances and the absences do not affect the ability of the Committee to maintain a quorum, or

b. when a member no longer meets eligibility requirements, or

c. when a member's term expires, or

d. when a member resigns.

2. The Chair shall immediately, upon receipt of a resignation or when advised of a vacancy, notify the City Treasurer-Clerk.

3. Should a resignation be submitted to staff, they will immediately notify the Chair and the City Treasurer-Clerk.

ARTICLE IV -- ORGANIZATION

A. OFFICERS

1. The Committee shall elect from its members a Chair and Vice Chair.

2. Officers shall be elected for a term of one (1) year at the May meeting and shall assume office beginning immediately following the May meeting.

B. MEETINGS

There shall be a minimum of 6 regularly scheduled meetings over a twelve (12) month period, unless there is insufficient member attendance to establish a quorum, in which case the meeting shall not be held.

C. QUORUM

A majority of the appointed Committee members at the time of the scheduled meeting shall constitute a quorum to hold a meeting or take any action. Any vote to make a recommendation to the City Commission shall be by a 75% super majority of the membership in attendance.

D. VOTING RIGHTS

Each member shall be entitled to one (1) vote and shall cast that vote on each item submitted. Proxy votes and absentee ballots shall not be permitted. Members shall only abstain from a vote when there is a valid conflict of interest addressed to the Committee.

ARTICLE V -- OFFICERS AND DUTIES

A. CHAIR

1. The Chair shall appoint Chairs of any committees, standing and special.
2. It is the Chair's responsibility to ensure compliance with the Bylaws. The Chair will notify members of removal from the Committee for noncompliance. Specific questions of conflict of interest will be addressed by the City Attorney or designee.
3. The Chair shall immediately upon receipt of a resignation, or when advised of a vacancy, notify the City Treasurer-Clerk to begin the appointment process.
4. The Chair may approve special exceptions on the removal of members for absences at regularly scheduled meetings when the absences are due to health or time-limited extenuating circumstances and the absences do not affect the ability of the Committee to maintain a quorum.

B. VICE CHAIR

The Vice Chair shall perform these duties in the absence of the Chair.

C. REMOVAL

When an officer has been absent or has not performed the duties of that office for three (3) consecutive meetings, that officer may be removed from office by the Committee, with a majority vote, at a regularly scheduled meeting.

ARTICLE VI -- COMMITTEE OPERATIONS

- A. The Committee shall have no authority other than as stipulated by the Bylaws and approved by the City Commission.
- B. The Committee will meet routinely based upon an adopted meeting schedule, which will be provided to the City Treasurer-Clerk. The meeting date may be changed by the Chair with notification in advance by mail to Committee members. Special meetings may be called by the Chair or by a written request by a majority of the appointed Committee members.

- C. All meetings will be open to the public. For advertising purposes, the Committee will provide to the Public Information Office a schedule of their meetings and will ensure agendas and minutes are available to the public in accordance with the State of Florida Sunshine Laws.
- D. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VII -- STAFF SERVICES

- A. The Planning Department shall act as the liaison for the Committee with the City Commission and the appropriate appointed official. The Planning Department will provide staff services to the Committee. Staff services will include:
 - 1. providing a schedule of meetings to the Public Information Office and Committee members, arranging meeting locations, maintaining summary minutes of the meetings, preparing and distributing appropriate information related to the meeting agenda;
 - 2. informing the Committee of events, activities, policies, programs, etc. occurring within the scope of the Committee's function and informing the Committee of all City Commission or department requests for information or assistance;
 - 3. ensuring the City Treasurer-Clerk is informed of all vacancies, expired terms, changes in officers, or any other changes to the Committee and that all requests for review of applications by the Committee, and any subsequent recommendations by the Committee or staff, are returned in a timely manner to the City Treasurer-Clerk to facilitate the appointment process;
 - 4. the responsibility for the continuous flow of information to the appropriate appointed official including providing reports, actions, and recommendations of the Committee and notification of noncompliance by the Board or Chair with the Bylaws or statutes;
 - 5. the responsibility for ensuring information provided by the Committee for City Commission review is appropriately agendaed for the City Commission meetings.
- B. A formal, standard orientation program will be provided by staff to all new members. The program will address, but not be limited to, the Bylaws, conflict of interest, the State of Florida Sunshine Law, ethics violations, and stress the legal obligations and responsibilities. Staff will ensure responses are provided to any concerns the new members may have regarding the duties and responsibilities of the Committee and the members.

ARTICLE VIII -- SUNSET PROVISION

The Midtown Stakeholders Committee will serve as a time-limited Committee that will automatically expire on a date three (3) years from the date the Bylaws become effective upon adoption by the City Commission.

On or before the Committee expiration date, the City Commission may request staff to prepare a summary of Committee activities to determine if the Committee has completed its original purpose. The City Commission may extend the Committee's operations in one (1) year increments if deemed necessary to complete the functions as stated in the Committee Bylaws.

ARTICLE IX -- BYLAWS AND EFFECTIVE DATE

- A. Any changes to the Bylaws will be reviewed and approved by the Committee and the City Commission and filed with the Planning Department and the City Treasurer-Clerk.
 - 1. These Bylaws shall become effective upon adoption by the City Commission.