

RESOLUTION NUMBER 25-004

**A RESOLUTION OF THE CITY OF KETCHUM, IDAHO, AMENDING THE KETCHUM
HISTORICAL PRESERVATION COMMISSION BYLAWS.**

WHEREAS, bylaws for the Ketchum Historical Preservation Commission (“the Commission”) will provide direction to the members in performance of their duties;

WHEREAS, under Chapter 4.08.030A of the Ketchum Municipal Code, the Commission has drafted Historical Preservation Bylaws, attached as Exhibit A; and

WHEREAS, the attached bylaws are consistent with state law and will promote effective decision making of the Commission;

NOW, THEREFORE, BE IT RESOLVED BY THE HISTORICAL PRESERVATION COMMISSION OF KETCHUM, IDAHO, to adopt the Historical Preservation Commission Bylaws, attached as Exhibit A to this resolution.

This Resolution will be in full force and effect upon its adoption this 8th (eighth) day of January, 2025

Clyde Holt, Chairman

Attest: Approved as to form and content:

Trent Donat
City Clerk

Matthew Johnson
City Attorney

Exhibit A

BYLAWS

KETCHUM HISTORIC PRESERVATION COMMISSION

1. MEETINGS:

The Commission shall meet monthly with regular meeting dates established by Resolution of the Commission.

- a. Location: Commission meetings shall be held at Ketchum City Hall or other such location(s) as provided in public notices of meetings. Site visits conducted by a majority of Commission members shall constitute a formal meeting of the Commission requiring compliance with notice requirements.
- b. Meeting Times: Meeting times shall be established by the Commission.
- c. Special meetings may be called as needed. Notices of any special meetings called shall be given at least twenty-four (24) hours prior to the special meeting. Notice for all agenda items shall comply with state and local notice requirements.
- d. Open to the Public: All regular and special meetings of the Commission, subcommittees and/or work sessions shall be open to the public. Receiving public comments for issues not requiring specific public hearings shall be at the discretion of the Commission.

2. ELECTION OF OFFICERS:

The Commission shall elect a Chairperson and Vice Chairperson at its first meeting of any calendar year. Said elections shall be by majority vote. After election, the Chairperson shall continue to have all the rights, privileges and immunities as any other member of the Commission including voting on all matters before the Commission. If a vacancy occurs in the office of Chairperson, the members of the Commission, at their next regular meeting, shall select a Chairperson from among their number for the unexpired term. The election shall be by majority vote. The term of service shall be that calendar year. There shall be no limit to the number of terms the officers may serve. Any other offices, committees or task forces may be established to assist in carrying out the Commission's responsibilities.

3. CHAIRING THE MEETINGS:

- a. The Chairperson shall preside at all meetings of the Commission and be recognized as the head of the Commission for all administrative and ceremonial

purposes. Robert's Rule of Order will be utilized as a guideline for the conduct of Commission meetings and business.

- b. During the Chairperson's absence or temporary inability to fulfill their duties, the Vice Chairperson shall act as Chairperson.
- c. If both the Chairperson and Vice Chairperson are absent, the members may elect a temporary Chairperson by majority vote.

4. RESIDENCY:

Each member shall meet the requirements of the Ketchum Code of Ordinances 4.08.030.

5. QUORUM:

At all meetings of the Commission, a majority of members present shall constitute a quorum for the transaction of business. Once the Chairperson has declared a quorum, if a member should recuse themselves from a matter under consideration, and the number of remaining members is less than a majority, the recused member shall still be counted as being present for purposes of a quorum. Furthermore, members may participate in a meeting and be counted as part of a quorum by electronic means such as video or telephone.

6. REMOTE PARTICIPATION:

Remote participation allowing members who are not physically present to engage in discussion and vote shall be enabled through a remote, simultaneous communication method that provides, at a minimum, for the Board and remote participant(s) to hear one another in real time. These methods would include phone teleconferencing and video conferencing technologies. Acceptable remote participation would not include email, or text messaging.

- a. A member participating remotely must, at a minimum, be able to be fully heard by all other members and other individuals in attendance at the meeting. A member participating remotely must also be able to hear all other members.
- b. A member participating remotely shall notify the presiding officer if leaving the meeting before it is adjourned or if rejoining the meeting after a period of absence.
- c. If due to technical difficulties, contact with the member participating remotely is lost entirely or if contact becomes unclear, the presiding officer may end remote participation for that member for the balance of the meeting for the purpose of avoiding additional disruption to the meeting. If remote participation is

established but is then interrupted or ends, the member participating remotely will be considered as excused from the meeting.

- d. When casting a vote, a member participating remotely shall be called upon individually by the presiding officer after all physically present members have voted to verbally cast their vote as “aye” or “nay” in such a manner as can be clearly heard by all members.

7. ATTENDANCE, EXCUSED ABSENCES:

Every member should be present at seventy-five (75) percent of the regularly scheduled meetings of the Commission. Upon failure of a member to do so (for reasons other than illness or conflict of interest) the Chairperson, with concurrence of a majority of the Commission, may recommend to the Council that a vacancy be declared and that the vacated position be filled. In the event a Commission member must be absent from a meeting, the member shall contact the Planning and Building Department Director and Chairperson to advise the Commission of the absence.

8. COMMISSION MEETING AGENDA:

The Planning and Zoning Administrator shall arrange a list of such matters according to the order of business in Section 14 and prepare an agenda for the Commission. The agenda and all materials associated with the items on the agenda will be posted on the City of Ketchum website and will be made available to the Commission members and public with adequate time for review in advance of the regular meetings. Items on the agenda shall be assigned estimated durations and start times, thereby establishing an estimated period of time that is set aside for any given item on this agenda.

9. DUTIES OF THE COMMISSION:

The duties of the Commission shall be consistent with the provisions of Chapter 4.08 of the Ketchum, Idaho Code of Ordinances, as the same may be from time to time amended, including but not limited to recommendations to the City Council on matters pertinent to the recognition, and preservation of historic structures and sites, establishment and maintenance of a Historic Building/Site List, adding and/or removing structures and properties from the Historic Building/Site List, and approving, denying or approving with conditions applications for alterations to or demolition of historic structures on the Historic Building/Site List.

10. RULES OF ORDER, PROCEDURES AND MEETING CONDUCT:

- a. All Commission members shall familiarize themselves with the applicable fair hearing, conflict of interest, disclosure and disqualification laws that pertain to quasi-judicial proceedings. Quasi-judicial actions are defined as actions of the Commission which determine the legal rights, duties, or privileges of specific parties in a hearing or other contested proceeding. Quasi-judicial actions do not include the legislative actions of adopting, amending or revising plans for the preservation of historic properties or sites, or other land use planning documents, or the adoption of area wide ordinances or the adoption of ordinance amendments that are of area-wide significance.
- b. Rules of procedure not specified by statute, ordinance or Council resolution shall be guided by Robert's Rules of Order. The Planning and Zoning Administrator shall serve as parliamentarian and shall advise the Chairperson as to correct rules of procedure or questions of specific rule application.
- c. All members shall have available to them, during each meeting, a copy of the Comprehensive Plan, the Historic Building/Site List, and the ordinances being referred to during the review of a specific application.
- d. Every application shall be certified by the staff to be complete before review by the Commission.
- e. Commission review of applications is for the purpose of making a decision. The members should attempt to review plans and pertinent information available to them on the various applications prior to consideration. The Commission may approve or deny or recommend approval or denial of an application or continue an application due to insufficient information for its review and ability to act.
- f. The approval or denial of an application shall be based upon standards and criteria set forth in the City's Historic Preservation Ordinance, Comprehensive Plan or other applicable ordinances or regulations and shall be in writing and accompanied by a reasoned statement that explains the criteria and standards considered relevant, the relevant and/or contested facts relied upon, and the rationale for the decision.
- g. Written staff review of applications and any recommendations shall be based on the applicable adopted ordinances, standards and criteria for review.

- h. New information presented at the meeting by the applicant or by an affected party may be cause for continuation of said item so that the new information can be adequately reviewed by the Commission, staff and interested persons before a decision is made.
- i. In reviewing all applications, the Commission shall adhere to due process per the provisions of the Ketchum Code of Ordinances and shall provide:
 - 1. Reasonable notice of the application or public hearing.
 - 2. Reasonable opportunity for the applicant to be heard and present and rebut information on their behalf during the hearing.
 - 3. Reasonable opportunity for affected parties to be heard and present information during the meeting.
- j. A transcribable record shall be kept of all meetings and hearings where a quorum is present and minutes shall be prepared in conformance with Idaho Code Title 74, Chapter 2, as may be amended from time to time.
- k. Motions. All resolutions and other items of business which require Commission approval or recommendation shall be in the form of an affirmative motion.
- l. Adjournment. Regular meetings shall be completed within a reasonable time frame providing for responsible, reasoned decisions. The Commission may consider establishing a policy stating the maximum length of time for regular meetings with the ability by majority vote of the Commission to exceed that length. Action items that may not be completed may be continued to a subsequent meeting of the Commission.

11. CONFLICT OF INTEREST PROHIBITED:

- a. No member of the Commission with a conflict of interest, defined as an “economic interest” in a property which is the subject of an application being considered by the Commission or an economic interest otherwise likely to be impacted by a decision of the Commission (I.C. 67-6506), shall participate in any aspect of the decision-making process concerning said matter. For purposes of this section the term “participation” means engaging in activities which constitute deliberations as a Commissioner pursuant to the Idaho open meeting act. Deliberation is defined as “receipt or exchange of information or opinion relating to a decision,” but shall not include informal or impromptu discussions of a general nature which do not

specifically relate to a matter then pending before the public body for decision. If a Commission member feels that they have a potential conflict of interest, no matter how remote, the member should disclose such facts to the Planning and Building Department Director and Commission Chairperson who may seek the opinion of the City Attorney as to whether a potential conflict exists. The opinion of the City Attorney shall be communicated to the Commission member, the Director and the Chairperson. Any conflict of interest in any proceeding shall be disclosed at or before any meeting at which the action is being heard or considered. The affected Member shall request to be excused from participating in the matter at hand, and upon majority vote of the Commission members, shall be excused.

- b. A member excused from participating due to a conflict of interest shall not be prohibited from testifying at, or presenting evidence to, a public hearing or similar public process after acknowledging nonparticipation in the matter due to a conflict of interest.

12. Ex Parte Contact:

- a. In order to afford all parties an opportunity for a fair hearing, full disclosure of information that is being considered and an opportunity to be heard, Commission members should avoid ex parte contacts (a communication with a party or parties interested in quasi-judicial matters that are before, or likely to appear before the Commission). In the event ex parte contact occurs, the Commission member shall disclose for the public record, the contact and the substantive information or facts that were received during the course of the contact as they relate to the matter at hand. Said disclosure shall occur prior to consideration of the matter by the Commission.

13. DISSENTS AND PROTESTS:

Any Commissioner shall have the right to express dissent from, or protest against any recommendation or resolution of the Commission and have the reason therefore entered in the minutes.

14. ORDER OF BUSINESS:

- a. The procedures to be used for all hearings of the Commission shall include:

1. Staff or Chairperson reads the item on agenda which is up for consideration.
2. Public Hearings. The Chairperson shall be responsible for opening and closing all public hearing or public comment periods. All persons wishing to make public comment must be recognized by the Chairperson.
 - a. Procedure. The Chairperson opens the public hearing/comment period and shall call on individuals wishing to speak requiring names and addresses be identified for the record of the meeting. After the public hearing is closed, the public may no longer address the Commission unless a member of the Commission specifically asks someone in the audience a question.
 - b. The Chairperson shall have the option to require that all persons wishing to be heard shall sign in, giving their names and addresses, and the agenda item they are interested in. Any person who fails to sign in shall not be permitted to speak until all those who signed in have done so. All persons who have signed in and wish to be heard shall be heard, however, the Chairperson may establish speaker time limits and otherwise control presentations to facilitate the hearing and avoid repetition. The Chairperson may choose to require all proponents to speak first and all opponents to speak second. The Chairperson may add additional procedures or alter the foregoing procedures on a case by case basis.
 - c. Conduct. Anyone making "out of order" comments may be subject to removal from the meeting. Comments and testimony are to be directed to the Commission. Dialogue between and inquiries from citizens at the podium and members of staff or the seated audience shall not be permitted. Any belligerent or disparaging commentary toward the Commission, staff, speakers, or other individuals will be grounds for removal from the meeting. If a member of the public fails to follow the rules after being warned once, the Commission may bar that individual from further testimony for the evening.
3. Applications for addition or removal from the Historic Building/Site List, or applications for demolition of or alteration to a Historic Structure:

- a. Staff gives a presentation of the staff review and recommendations including aspects requiring particular attention by the Commission before reaching its decision.
- b. Applicant gives a presentation. The applicant's presentation shall be confined to twenty (20) minutes; an extension of time may be allowed by the Chairperson following consultation with Commission members.
- c. Historic Preservation Commission questions the applicant and the staff.
- d. Public support or public opposition, as outlined below. Individual supporters or opponents should confine comments and testimony to three (3) minutes. Extensions of time may be allowed by the Chairperson following consultation with Commission members.
- e. Applicant's rebuttal, if any. Applicant's rebuttal shall be confined to ten (10) minutes. An extension of time may be allowed by the Chairperson following consultation with Commission members.
- f. Historic Preservation Commission discussion and action.

15. VOTING:

The votes during all meetings of the Commission shall be transacted as follows:

- a. Unless otherwise provided for by statute, ordinance or resolution, all votes shall be taken by voice. If a roll call vote is requested, the order of the roll call vote shall be determined by the Chairperson. Members participating remotely shall identify themselves for the record and vote pursuant to the procedure cited in Section 6.
- b. In case of a tie in votes on any proposal or motion, the motion shall be considered lost.

16. COMMITTEES:

- a. Special Study Committees. Special study committees may be created by the Commission for a particular purpose or when the issue at hand is so complex and time consuming that it cannot be reasonably handled at a Commission meeting. Commission special study committees shall consist of two Commission members

appointed by the Chairperson and may include other members from the public at-large, but in no case shall include a majority of sitting Commission members.

- b. Commission liaisons. The Chairperson may assign Commission member(s) to liaise with the Ketchum City Council, other City commissions, various local groups, organizations or boards to give the Commission a presence at those groups, organizations or boards activities.

17. RECONSIDERATION:

Any action of the Commission, including final action on applications for addition to or deletion from the Historic Buildings/Site List, and/or to allow, deny, or approve with conditions an application to alter or demolish a building or structure, but excluding a reconsideration of any action previously reconsidered, motions to adjourn, motions to suspend the rules, an affirmative vote to lay on the table or to take from the table, or a vote electing to office one who is present and does not decline shall be subject to a motion to reconsider. Such motions can only be made by a member of the prevailing side on the original action. A motion to reconsider must be made at the same meeting as the action subject to the request for reconsideration. A motion to reconsider is debatable only if the action being reconsidered is debatable. Upon passage of a motion to reconsider, the subject matter is returned to the table anew at the next regular or special Commission meeting with time on the agenda available for any action the Commission deems advisable. Any decision for reconsideration must comply with Idaho Statute, as amended from time to time.

18. New Members:

Orientation to the process and operation of the Commission may be provided by City staff in advance of a new Commissioner participating in Commission business. A new Commissioner may choose to abstain from voting until the Commissioner has achieved a level of comfort in participation.

Each Commissioner shall take and subscribe before some person authorized to administer oaths an oath substantially in the following form:

I do solemnly swear that I will support the Constitution of the United States of America and the Constitution and the Laws of the State of Idaho; that I will faithfully and impartially discharge the duties of the office of Historic Preservation Commissioner of the City of Ketchum, Idaho according to the best of my ability.

The oath must be taken and subscribed by each Commissioner before they enter upon the performance of their duties, and the oath, after it is taken and subscribed, shall be filed with the City Clerk and kept as an official record of the City of Ketchum, Idaho.

19. VIDEOTAPE RECORDING, PHOTOGRAPHY, LIVE OR TAPE BROADCAST OF COMMISSION MEETINGS:

The Chairperson may allow any member of the public to broadcast, video tape, tape record, or photograph any part of any regular or special meeting of the Commission. If any two Commissioners desire to have the meeting broadcast, videotaped, tape recorded or photographed, they may request the Chairperson to allow the action by affirmative motion. If such ability is incorporated into the normal public relations activity of the City, then broadcasting, videotaping, tape recording and photographing shall be allowed at all Commission meetings according to the City's communications policies.

20. EMPLOYEES AND EXPENDITURES

Any expenditures of the Commission shall be within amounts appropriated and authorized by the City Council prior to said expenditure. Paid staff positions may be created and filled only at the discretion of the City Council.