	Name	Section	Question	Staff Response
1	Councilmember	1	Absent from the 10/25/23 draft of the bylaws is the	The purpose of the bylaws is to help guide how the Arts
	Weinberg		language indicating that the Arts Council was	Council does business. How the Arts Council was established
			"established by Ordinances No. A-40 and A-41, passed	is included in MICC 3.55.010. MICC 3.55.040 merely requires
			by the City Council August 12, 1985, and codified as	Arts Council to adopt rules/regs to run its meetings. Bylaws
			MICC 3.55." Also absent from the 10/25/23 draft of the	are just thatthey are essentially a manual on how to run
			bylaws is the sentence, "In any instance in which these	meetings. They should be clear, simple, and it should be easy
			bylaws might be interpreted to be contrary to said	to find answers.
			[1985] documents, the latter shall govern." I believe it's	
			important for the bylaws to have a positive tie back to	Staff recommends retaining the current language.
			the Ordinance which created it and authorizes its	
			activities. Note: Subsections of MICC 3.55 are	
			referenced, but not the top-level section. I recommend	
			both be referenced.	
2	Councilmember	1	This proposed Section 1 effectively replaces Articles I	It makes sense to have the exact language of the code on
	Weinberg		and II in the bylaws by copy/pasting in the 9 "duties and	Purpose-Function and Jurisdiction for the AC listed as a copy
			responsibilities" listed in MICC 3.55.020(B). One key	and paste for easy access and clear understanding of purpose
			difference between the existing bylaws and the	of AC's meetings. However, any additional language should
			proposed new bylaws is the concept of "promote	only be included if supported by purpose described in the
			community awareness, education, and enjoyment."	code.
			Community awareness, through such mechanisms as the	
			discontinued arts events calendar on the City website, is	Staff recommends retaining the current language.
			not effectively covered by any of the 9 duties and	
			responsibilities listed in 3.55.020(B). I would	
			recommend the Arts Council retain the "Promote	
			community awareness, education, and enjoyment"	
			language in the bylaws.	
3	Skone	1.1.C	Should this also say "maintenance" I think arts council	All of Section 1 is the exact language from the code. Any
			should have a schedule of all art in the collection, the	additional language should only be included if supported by
			condition and a maintenance schedule	purpose described in the code.
				Staff recommends retaining the current language.

4	Becker	2.2.C	Section 2.2.C Terms. I don't understand this sentence: "The year of expiration of the terms of the positions shall be staggered with the following groups of positions expiring in successive years: positions 1, 2 and 3; positions 4 and 5; positions 6 and 7." Since they are 4 year terms, shouldn't there be 4 groups of expiring positions? The proposed language does not match the current positions nor the Parks commission terms.	Staff will draft a code amendment to MICC 3.55.030 for City Council review and approval in Q1 2024.
5	Councilmember Weinberg	2.5.A	"All board and commission members are required to attend a Code of Ethics training" Are they? MICC 2.60.040 says officials "shall sign a statement acknowledging they have received, read, and agree to be bound by this code of ethics and RCW Chapter 42.23," but it does not say they must take a training course. Is training required by RCW 42.23? A search for the word "training" in RCW 42.23 didn't find anything. Is there under different wording somewhere? Don't get me wrong I agree that all officers *should* take the Code of Ethics training course but unless I missed something in 2.60, I don't think the law currently requires it.	Previously, the City required board and commission members to sign a "Code of Ethis Statement." In 2021, the City Council amended MICC 2.60, staff recommended ethics training for b/c members instead of signing a statement. The Council agreed, but directed staff to leave the requirement to sign a statement. The intent was that b/c members would acknowledge that they had received proper trianing/information on the City's Code of Ethics. Staff recommends retaining the current language.

6	Skone	3	Seems like Section 3 should have "duty of a member" to be an active participant beyond the 4 meetings a year. Members should be expected to serve on a special committees at least once in their term to meet the purpose and function of the council as described in pp 1.1. Also council members should be expected to be "ambassadors" for the community and attend at least one city art related function a year and report back to the chair their experience and observations I think are setting false expectation if we just ask for 4 meetings a year.	It if is the will of the Arts Council an amendment could be proposed.
7	Councilmember Weinberg	3.1	_	The process outlined in Section 3.1 was adapted from the City Council Rules of Procedure Section 2. If it is the will of the Arts Council and amendment could be proposed. AC has discretion on "term limits" for Chair and Vice Chair as it deems best for the conduct of its meetings and business.
8	Harrington	3.1	The new draft seems to put total power over committee creation and member selection in the hands of the Chair. There is no statement obligating the Chair to make best efforts to include members in committees. The old statement about committees is much clearer.	It if is the will of the Arts Council an amendment could be proposed.

9	Councilmember	3.1.D	This is slightly different from the current bylaws. Under	This is the same process as outlined in the City Council Rule
	Weinberg		the current bylaws, if persons A, B, and C are all	of Procedure Section 2.2, for Election of Mayor and Deputy
			nominated, the clerk asks each councilmember to vote	Mayor. For consistency, all board and commission Chair
			audibly yes/no if they're voting for A. If A doesn't get a	election processes were updated to match how City Council
			majority, then the clerk repeat the process for B. If still	conducts elections for Mayor. Arts Council has discretion to
			no majority, repeat for C. Under the proposed new	select a practical and reasonable method to fairly elect its
			bylaws, the clerk instead asks each councilmember, "For	Chair and Vice Chair. The chosen method need not take into
			whom are you voting?" If no majority, repeat a majority	account/be able to resolve every possible scenario.
			appears. What's unaddressed is how to break ties and	
			persistent non-majority outcomes. I recommend the	Staff recommends retaining the current language.
			following: 1. Add "runoff" clause to handle non-majority	
			vote distributions where there are two clear leaders or 3	
			multiple people tied for first place (e.g. 3-2-1-1, 3-3-1, 2-	
			2-1-1-1, or 2-2-2-1). Simply hold a runoff election	
			between the top two candidates (or the top 3 in the 2-2-	
			2-1 scenario). 2. Add a "wildcard" clause to break up	
			persistent non-majority outcomes where the runoff	
			clause doesn't apply, there is no tie for first place, but	
			there is a tie downstream, such as 3-2-2, 3-1-1-1, and 2-1	
			1-1-1-1. Hold a "wildcard runoff" among the candidates	
			in the downstream tie. The wildcard winner then has a	
			final runoff election with the individual who originally	
			got the highest number of votes. I can't come up with a	
			mechanism for breaking a "seven 1's" deadlock. :-)	

10	Councilmember	3.2	The 10/25/23 draft of the bylaws does not contain the	This is addressed in Section 6.4.B:
10		3.2	-	
	Weinberg		following sentence which the current bylaws include	"The Chair has the responsibility to present the
			among the Officer Duties: "Act as the primary Arts	recommendations to the City Council on behalf of the Arts
			Council representatives to City Council." It's up to the	Council when requested by either the Arts Council or City
			Arts Council whether these clauses should be retained. I	staff."
			would recommend retaining this sentence.	
				As long as the duties are consistent with an in furtherance of
				the AC's code described purpose-function and jurisdictions, it
				is at the AC's discretion to establish the duties of the Chair
				and Vice Chair.
				Staff recommends retaining the current language.
11	Councilmember	4.1	I support the addition of these 3 paragraphs. For clarity,	Meeting is a defined term of art used in the Open Public
	Weinberg		I recommend changing the title of the second paragraph	Meetings Act, which governs meetings held by AC. It should
			from "Meetings" to "Participant Co-location."	be the term used to refer to the meetings of the AC. Section
				4.2 defines types of meetings including both Regular and
				Special Meetings. Section 4.1.B defines how the meetings
				defined in Section 4.2 may be held.
				Staff recommends retaining the current language.

12	Councilmember	4.1.D	The currently published bylaws say: "A quorum consists	Current language may not always result in a legal quorum if
	Weinberg		of a simple majority of the appointed members of the	number of appointed members is less than the number of AC
			Arts Council." That language seems a bit more flexible,	positions. Again, bylaws are supposed to be simple and easy.
			in case the total number of seats goes up or down in the	Proposed language for quorum is simple, easy, consistent
			future.	with current code, and will result in a quorum regardless of
				how many AC positions are filled/vacant.
				If AC wants a provision that will be accurate in the event the City Council in the future changes the number of positions, then consider the following: "There shall be a quorum of the Arts Council when the number of members present is more than half of the maximum number of positions available in the Arts Council." It's neither simple or easy, but it will result in a quorum in case of the described eventuality.

13	Becker		4.1D- In the event of 2 vacancies, I think a vacancy should be 3 people (ie the majority of active members)	A legal quorum is based off of the number of positions on a board, even in the event of vacancies on the board, four members would still be required to have a quorum to be able to conduct business. Bylaws are supposed to be simple and easy. Proposed language for quorum is simple, easy, consistent with current code, and will result in a quorum regardless of how many AC positions are filled/vacant. If AC wants a provision that will be accurate in the event the City Council in the future changes the number of positions, then consider the following: "There shall be a quorum of the
				Arts Council when the number of members present is more than half of the maximum number of positions available in the Arts Council." It's neither simple or easy, but it will result in a quorum in case of the described eventuality. Staff recommend retaining the current language.
14	Becker	4.1.G.2	problematic for the Arts Council: "'Chronic,' for the purposes of this section, means unexcused absences from more than three consecutive meetings within a 12-	A. "within a 12-month period" could be removed if it is the will of the Arts Council. B. Three consecutive meetings is a direct quote from MICC 3.55.030(D).

15	Skone	4.1.G.2	Not sure the reference to Section 2.5 (training) makes sense. I also think 3 meetings is too long as that could be a full year without getting a replacement	This was a typo and the reference has been corrected to Section 2.4 - Removal. Three consecutive meetings is a direct quote from MICC 3.55.030(D). Staff recommends retaining the current language.
16	Councilmember Weinberg	4.2	The proposed 10/25/23 version of the bylaws omits the Officers Meeting: "Officer Meetings" The Chair, Vice Chair, and staff liaisons may meet at least one week in advance of the regular Arts Council meeting to determine the meeting agenda." I recommend that the Arts Council members consider retaining this clause.	When the AC was established, there was a Chair, Vice-Chair, Secretary, and Treasurer elected from among the members. When City staff took over the AC budget and meeting logisitics, the Secreatry and Treasurer positions were eliminated. "Officer Meetings" was a holdover from that time and should have been removed when the Secretary and Treasurer positions were eliminated. Currently, the Chair and Vice Chair meet with staff to set agenda. This is not a meeting under the OPMA, and therefore should not be included in the bylaws. Staff recommend retaining the current language.
17	Councilmember Weinberg	4.2.A	MICC 3.55.040 reads: "The Mercer Island arts council shall determine the time and place of its meetings and other rules and regulations, which shall be on file with the city clerk." I would recommend that the 7 members of the Arts Council seriously consider meeting more frequently than once per quarter.	Staff recommend retaining the current meeting schedule. Staff support adding additional "Special Meetings" as needed to meet established workplan objectives.
18	Councilmember Weinberg	4.2.B	I presume this is a copy/paste error. Matters relating to an election campaign are not allowed in Appearances.	Yes, this was a copy/paste error. The section has been corrected to read: "During the Appearances section of the regular meeting agenda, members of the audience are invited to address the Parks & Recreation Commission regarding any matter, except campaign-related matters."

19	Becker	5.1 and 6.5	The bylaws state that staff will produce an agenda 5 days in advance (ie Friday night), and this section says notice must be provided of any amendments 2 days in advance (ie Monday night). Given that before an amendment is proposed we would likely have questions for staff, this timeline seems unreasonable to me. Can you clarify if this section is intended as being enforceable, or is it simply a suggestion?	AC meeting packets are generally released on the Friday before the AC meeting. If it is the will of the Arts Council an amendment could be proposed. The 2 days in advance for substantial amendments is a guideline to help facilitate efficient meetings. Members and staff are able to make more thoughtful responses to substantial proposals if they have the time to adequately
20	Councilmember	5.1	5 days is really tight, especially when the agenda is 88+	prepare responses or materials. If it is the will of the Arts Council an amendment could be
	Weinberg		pages long. This should be at least 7 days. If the Arts Council decides to keep the No-Surprises rule (I recommend they don't), this should be at least 14 days.	proposed. Note that agenda prep is labor intensive staff work, therefore, some deference to staff's recommendation is appropriate. Staff recommends retaining the current language.
21	Councilmember Weinberg	6.1	Missing from the 10/25/23 proposed draft of the bylaws is "Article IX - Review of Bylaws" from the current bylaws. That article states: "The Arts Council shall review bylaws annually at the Arts Council meeting in July. Proposed bylaw amendments must be approved by a simple majority of the Arts Council." I recommend that the Arts Council vote to retain this clause rather than removing it. It's important to remember that, per MICC 3.55.040, the Arts Council bylaws are determined by the Arts Council.	amendment to add this provision.
22	Becker		Are we going to review the bylaws in the future? It said that in the old ones but that seems to have been taken out.	Staff have no concerns if AC would like to propose an amendment to add this provision.
23	Councilmember Weinberg	6.1	This governance paragraph should call out that in the event of a conflict between these bylaws and the MICC, the MICC controls. Same with the RCW.	By operation of law, MICC and RCW control over bylaws and Robert's Rules. The purpose here is to distinguish between bylaws and Robert's Rules, and to establish that the bylaws controls in the event of conflict between the two. Staff recommends retaining the current language.

24	Councilmember Weinberg	6.1	Hmm per Roberts Rules of Order, if there is a point of order about whether bylaws are being followed, it is the	AC has authority and discretion to delegate decisions on bylaw interpretation to staff.
			Chair who decides. A council member may appeal that	
			decision and have it decided by the council as a whole.	Staff recommends retaining the current language.
			Perhaps this last sentence could be stated more clearly	
			to indicate what the Staff Liaison is deciding upon?	
25	Councilmember	6.3	Items A, B, D, F, G, and H in section 6.3 are similar in	This section was adapted from the City Council Rules of
	Weinberg		concept to the Code of Conduct in Article X of the	Procedure Section 5.3. For consistency, this section was
			existing bylaws, but the tone of these new entries	added to all board and commission bylaws. They are
			comes across as a bit paternalistic. These bylaws belong	intended to be clear, simple, and easy to follow. If it is the
			to the 7 Arts Council members. Do they prefer to	will of the Arts Council, an amendment could be proposed.
			existing bylaws' wording or do they want to adopt the	
			staff's wording? Items C and E are straight out of	Staff recommends retaining the current language.
			Roberts Rules of Order. There's no harm in repeating	
			them here, but they are repetitious.	
26	City Clerk	6.4	There was a Lettering error in section 6.4 resulting in	This was a scriveners error that has been corrected.
			two sections 6.4.B.	
27	Councilmember	6.4	The current bylaws don't make consensus a goal. Do the	Staff recommends revising the language to read:
	Weinberg		7 Arts Council members want to elevate consensus to be	
			their explicit goal on all its recommendations?	"Reccommendations. The Arts Council makes
				recommendations to the City Council and any other board or
				commission of the City by majority vote."

28	Councilmember	6.4.B	"Such statement shall be noted in the minutes along	Tradionally, statements from indivudual Councilors are not
	Weinberg	-	with the record of the vote in the following format:	included in the minutes unless specifically requested. There
			"Councilor XX verbally stated their reasons for voting in	have been members of advisory board and commission
			the minority on this matter." No other statement is	bodies who have wished to be able to express a minority
			proper or will be allowed to be recorded in the minutes	opion on decsions that the body is making, this language was
			of the meeting." So, this language is new. I'm curious as	added to give this pathway.
			to what is staff's reason is for suggesting the addition of	
			these two sentences?	Decisions should be about the will of the body, instead of
				individuals. Further, it is the City's practice to produce action-
				type/decision-only minutes.
				Staff recommends retaining the current language.
29	Skone	6.4.B	The chair should always have the responsibility to	Section 6.4.B states: "The Chair has the responsibility to
			present or appoint a representative to present	present the recommendations to the City Council on behalf
				of the Arts Council when requested by either the Arts Council
				or City staff." And Section 3.2.B outlines that the Vice Chair
				will serve in absence of the Chair.
				Staff recommends retaining the current language.
30	Councilmember	6.4.C	This should be re-worded to make it clear that when the	Staff recommends retaining the current language.
	Weinberg		Arts Council requests to have its recommendations	
			presented to the City Council, the Chair always has first-	
			right-of-refusal for making the presentation.	

31	Councilmember Weinberg	6.4.E	Order. The timing aspect of the Reconsider motion as defined in RRO 12th edition rule 6.26(4) is that the Reconsider motion can be made at any time on the same day of the current session. Requiring that the Reconsider motion take place "before the Arts Council has moved on to other items" essentially means the motion to Reconsider would have to be made instantaneously after the vote or it could not subsequently be made. I would recommend removing	This is intended to give finality to decisions, and ability to move on cleanly to next item of business, without prospect of calling back old business. A Motion for Reconsideration has two additional peculiarities that it can only be moved on the same day that the decision was made, and that it is made by soemone who voted on the prevailing side. If it is the will of the Arts Council and amendment could be proposed.
32	Councilmember Weinberg	6.5	Simply put, the No Surprises rule is bad public policy. It unfairly constricts the amount of time that Arts Council members have to review their materials, ask questions, get answers, and decide if they're going to propose a substantial change. No-Surprises also unfairly shifts power away from the non-officers, as the officers get to write the agenda and therefore have more time to think and react to its contents. I strongly recommend that the Arts Council members reject staff's proposal that they add paragraph 6.5 to their bylaws.	The substantive goal of No Surprises is to promote focused and efficient meetings where all participants (AC members and staff) can be both fully informed and prepared. Terms used in NS such as "should" "generally" and "best efforts" make NS aspirational. NS is not and should not be used as a "sword" or "gamesmanship tool" to reject consideration of ideas, views and options during the course of the AC considering and discussing agenda items. Staff recommends retaining the current language.
	Councilmember Weinberg	Appendix A.13	it?	The idea is that it simplifies proceedings to take one amendment at a time. Avoids confusion because it is easier for all AC members to track and staff to record in the minutes. Staff recommends retaining the current language.
34	Skone	Appendix C. 6	I think this should reference Section 1.1 of the bylaws not repeat them. And the second paragraph should state that staff provides support and implementation and administration of the functions of the Arts Council	The purpose of the bylaws is to help guide how the Arts Council does business. Staff recommends retaining the current language.

35	Councilmember	Appendix	Interesting. So, if one or more of the Arts Council	This provision is intended to assist AC members comply with
	Weinberg	C.6.I	members feels that an Arts Council policy is being	the City's ethics code and state statute. State statute restricts
	ŭ		misinterpreted or mis-implemented by staff, this	City Councilmembers and Council Commission/Committee
			paragraph suggests that the Arts Council member is not	members (e.g. AC members) from interfering with
				administration of City business or from directing staff in the
			seen as "influencing." If the bylaws are going to call out	administration of City business. Additionally, ignoring the
			explicitly what Arts Council members may not do in	statute and directing staff improperly may create legal risks
			expressing their concerns, I'd recommend the bylaws	for the City.
			also call out just as explicitly what they may do. I	, or und sity.
			presume the acceptable channels for voicing concerns in	Staff recommends retaining the current language.
			the above scenario would be: 1. Exercising their freedom	
			of speech to report their concerns, as an individual	
			citizen, to one or more of their City Council members, so	
			long as they make it clear they're not speaking on behalf	
			of the Arts Council. 2. As an Arts Council member, they	
			would have the right to make a motion at an Arts	
			Council meeting and, if they get a majority vote of the	
			Arts Council, to have their concerns reported by the	
			Chair as an official recommendation of the Arts Council	
			to the City Council. If so, we should spell that out in the	
			bylaws.	
			5,10,1031	
36	Councilmember	Appendix	On the contrary. The No-Surprises rule creates unfair	The substantive goal of No Surprises is to promote focused
	Weinberg	C.7	time pressure on those who weren't "in the room"	and efficient meetings where all participants (AC members
			where the agenda was written. I would strongly advise	and staff) can be both fully informed and prepared. Terms
			that the Arts Council not accept staff's request that they	used in NS such as "should" "generally" and "best efforts"
			add this sentence to their bylaws.	make NS aspirational. NS is not and should not be used as a
			,	"sword" or "gamesmanship tool" to reject consideration of
				ideas, views and options during the course of the AC
				considering and discussing agenda items.
				0 · · · · · · · · · · · · · · · · · · ·
				Staff recommends retaining the current language.

37	Skone	Appendix C. 10		Section 6.4.B states: "The Chair has the responsibility to present the recommendations to the City Council on behalf of the Arts Council when requested by either the Arts Council or City staff." And Section 3.2.B outlines that the Vice Chair will serve in absence of the Chair. Staff recommends retaining the current language.
	Councilmember Weinberg	Appendix C.13	to stay up into the wee hours of the morning in order to read their packet, compose their questions, send their questions to staff, receive responses from staff the next business day, determine whether they need to propose a substantial change, compose those changes, and notify everyone of those changes. Considering that most Council members have day jobs, the time it takes to do	The substantive goal of No Surprises is to promote focused and efficient meetings where all participants (AC members and staff) can be both fully informed and prepared. Terms used in NS such as "should" "generally" and "best efforts" make NS aspirational. NS is not and should not be used as a "sword" or "gamesmanship tool" to reject consideration of ideas, views and options during the course of the AC considering and discussing agenda items. Staff recommends retaining the current language.
39	Becker	Appendix D	to them. Shouldn't this simply be a single sentence	This section was included so board and commission memebers know how the City uses Nextdoor and so that members know what they can and cannot do on social media.
40	Skone	Appendix D	I'd skip Appendix d and just put the last paragraph as #14 in the previous section.	This section was included so board and commission memebers know how the City uses Nextdoor and so that members know what they can and cannot do on social media. Staff recommends retaining the current language

41	Councilmember Weinberg	Was this re-write of the Arts Council's bylaws something the members of the Arts Council requested? If not, was it something the City Council requested?	We have been working on an update to all of the board and commission bylaws for more than a year. This is a City Manager directed work item – our bylaws are outdated and not serving the boards well. All of the boards and commissions will be reviewing and updating their bylaws over the next couple of months. The Parks and Recreation Commission just approved their new bylaws this month. Should the Arts Council require more time to review the bylaws, they may direct staff to bring them back at a future meeting. (Jessi Bon)
42	Harrington	I would really appreciate it if you could refresh our memories and provide a copy of the old bylaws so we can adequately compare the two versions.	The current bylaws were linked in the Staff Report, and have been emailed to the full AC. They can also be found on the Arts Council webpage here: https://www.mercerisland.gov/bc-ac (Katie Herzog)
43	Becker	Is there a redline for the bylaws, or are they so completely rewritten that a redline doesn't make sense?	I snoke with the City Clerk and the hylaws were a complete re-

44	Becker	I am concerned about the burden on new volunteers	The purpose of the bylaws is to help guide how the Arts
		with the amount of content to be reviewed. Our	Council does business. Bylaws are just thatthey are
		previous bylaws were 5 pages. Bellevue and Redmond	essentially a manual on how to run meetings. They should
		Arts Commission bylaws are 5 pages. As evidenced by	put all answers in one place so that the Arts Council can run
		the other MI board and commission meetings and my	efficient meetings.
		own comments, I wonder if 23 pages is too much:	
		-Content that is duplicated from city code	
		-Content that is duplicated from Roberts Rules	
		-Content that is duplicated within the Bylaws itself (for	
		example 1.1 vs Appendix C.6)	
		-Content that may not be needed.	
		In addition to the bylaws, members are expected to review parliamentary procedure training, IT security, ethics, and OPMA. To the extent we can lower the barrier of entry for volunteers I think it would be prudent.	
45	Becker	Not a question but rather a statement: I wonder if we	Should the Arts Council require more time to review the
		should delay voting on these tomorrow given the	bylaws, they may direct staff to bring them back at a future
		volume of questions.	meeting