

# **TOWN OF WINDHAM**

## **COUNCIL RULES OF PROCEDURE**

(Note: These rules are adopted pursuant to Article II, Section 8 of the Charter.)

### Section 1. **Council and Workshop session Regular Meetings**

- A. The meetings for the Town Council and Workshop sessions shall be held in the Community Center at 6:30 P.M., current time, on the first through fourth Tuesdays of each calendar month.
- B. The meetings on the first and third Tuesdays shall be Workshop Sessions and no official Council action may occur. Meetings on the second and fourth Tuesdays of each calendar month shall be for public hearings and for Council action on any ordinances, orders, or resolves.
- C. If official Council action is necessary on the first or third weeks of the month, a special Council Meeting will be called for that week to deal with the specific action.
- D. When a regularly scheduled Town Council meeting falls on a holiday or Election Day, or is canceled for any other reason, the regular meeting shall be held on the following Thursday, at the same time and place unless a majority of councilors vote on a different schedule.
- E. Should there be the need to cancel, postpone or change the location or time of the regularly scheduled Town Council meeting or Workshop Session for any reason, the Town Manager or his designee at the direction of the Chair, or Vice Chair in the absence of the Chair, shall see that all Councilors are notified as soon as practical via any practical method and reasonable notice is given to the public of the new time and date of the new meeting.
- F. The date or time of any regular Town Council meeting may be changed by an order or resolve passed at the previous meeting upon the vote of five members of the Council, provided, however, that said change in date will still provide for at least one regular Town Council meeting in each month. No new business items will be discussed after 9:30 P.M. except by vote of the Council.

## Section 2. Special Meetings

- A. Special Town Council meetings may be called by the Chair, and in case of his absence, disability, or refusal may be called by three members of the Council. Notice of the special meeting shall be delivered to each member of the Council by telephone or email (with RSVP) or text message. Councilor(s) will acknowledge receipt to the best of their abilities.
- B. The Press (local editions) shall be notified via best means possible with the agenda posted on the Town's website. The notification and posting will be at least twenty-four hours before the time for holding said special meeting unless all members of the Council waive such notice.
- C. The call and agenda for said special Town Council meeting shall set forth the matters to be acted upon at said meeting. No other business shall be considered at such meeting.
- D. Articles from the previous Town Council meeting may not be brought up for reconsideration at a special Town Council meeting, unless the Council finds that a special meeting, confined to the issue under reconsideration, is in order. Nothing in this paragraph shall eliminate the right of a Council member to put forward a motion for reconsideration at the next regularly scheduled Town Council meeting.

## Section 3. Quorum

- A. Article II, section 10 of the Charter provides that a quorum is a majority of the Council (4 members)
- B. Four affirmative votes must be cast for passage of any item.

## Section 4. Council Action

The Town Council shall formally act only by ordinances, orders, or resolves. All ordinances, orders and resolves shall be confined to one subject, which shall be clearly expressed in the title.

## Section 5. Ordinance Style

The enacting style for an ordinance shall be "The Town of Windham hereby ordains", followed by the wording of the ordinance.

**Section 6. Order & Resolve Style**

In all votes of command, the form of expression shall be "ordered", and of opinions, principles, facts, or purposes, the form shall be "resolved".

**Section 7. Full Reading Waiver**

Every ordinance order or resolve shall be read in its entirety unless the reading is dispensed with by the unanimous vote of those present, in which case reading shall be by title only.

**Section 8. Roll Call Vote**

- A. Roll call votes shall be taken on the passage of an ordinance, order, or resolve, when called for by any member of the Council.
- B. The results of the roll call vote shall be entered upon the record of proceedings of the Council by the Clerk.
- C. Every ordinance, order and resolve shall require, on final passage, the affirmative vote of at least four members of the Council.

**Section 9. Effective Date of Ordinances**

- A. All ordinances shall take effect and be in full force on the 30<sup>th</sup> day following Council approval d, as required by Article II, section 11 of the Charter.
- B. Emergency ordinances are excepted from the 30-day rule and become enacted on the date indicated in the ordinance. However, they stand repealed as of the 61<sup>st</sup> day following approval unless the Council has held a public hearing on the ordinance and approved its extension or permanent enactment.

**Section 10. Effective Date of Orders and Resolve**

Orders or resolves shall take effect immediately upon passage.

**Section 11. Items for Agenda**

No ordinance, order, or resolve shall be in order for action at any meeting of the Town Council unless such ordinance, order, or resolve shall be filed in the office of the Town Clerk on the Friday prior to the meeting. Further,

- A. Items may be placed on the agenda for any meeting of the Town Council, whether a regular Town Council meeting or Workshop Session:
  - 1. By request to the Council Chair, who may place an item on the agenda for any meeting at his or her discretion,
  - 2. By written request of two or more members of the Council to the Council Chair, or
  - 3. By the Town Manager, though such items generally shall be limited to requests of the Council, as above, or matters of routine administration.
- B. Items which are considered routine and not requiring debate may be placed on a consent agenda at the discretion of the Council Chair or Town Manager, subject to the limitations above, and shall be listed separately on the agenda for any regular meeting.
- C. A motion made to approve the entire consent agenda shall be considered a motion for each and every item on the consent agenda and a waiver of full reading otherwise required by Section 7 of these Rules.
- D. At any point prior to a vote of the Council on the consent agenda, any member of the Council may have any or all items removed from the consent agenda to be considered individually.
- E. There shall be no consent agenda at special meetings of the Town Council called pursuant to these Rules, except to authorize the acceptance of a consent or settlement agreement.

**Section 12. Opening of Meeting**

The Chair shall take the chair at the time appointed for the meeting, call the members to order, cause the roll to be called, and, a quorum being present, cause the minutes of the preceding meeting(s) to be acted on, and proceed to business.

**Section 13. Chair's Duties**

- A. The Chair shall preserve decorum and order,
- B. The Chair may speak to points of order raised by other members and shall declare all votes.

- C. Should any member doubt the results of the vote, the Chair shall cause a recount of the members voting in the affirmative and in the negative without debate.

#### Section 14. **Council Parliamentarian**

The Council Parliamentarian shall decide all questions of order subject to an appeal to the Council by motion regularly seconded, and no other business shall be in order until the question on appeal is decided.

#### Section 15. **Motions**

The Chair shall consider a motion to adjourn as always in order except on immediate repetition; and that motion, and the motion to lay on the table, or to take from the table, shall be decided without debate.

#### Section 16. **Reconsiderations**

- A. When a vote is passed, it shall be in order for any member who voted in the majority, or in the negative on a tie vote, to move a reconsideration thereof at the same, or the next Council meeting or Special Meeting held.
- B. When a motion for reconsideration is decided, that vote shall not be reconsidered.
- C. Such a motion may be seconded by any member, however s/he voted on the prior vote.
- D. For the purpose of this Section, a special meeting or workshop session meeting shall not constitute a regular meeting.

#### Section 17. **Motion for Previous Question**

- A. Upon the motion for the previous questions being made and seconded, the Chair shall put the question in the following form: "Shall the main question be suspended until the motion for the previous question shall be decided."
- B. After the adoption of said motion for the previous question by a majority vote, the sense of the Council shall be forthwith taken upon all pending amendments, and then upon the main question.
- C. No debate shall be allowed on a motion for the previous question. Neither is it susceptible to amendment. All questions of order arising incidentally thereon must be decided without discussion whether appeal be had from the Parliamentarian or not.

Section 18. **Address the Chair**

When a member is recognized by the Chair s/he shall address the Chair, confine himself to the question under debate, and avoid personalities.

Section 19. **No Interruptions**

- A. No Council member or member of the public shall interrupt any person speaking under recognition by the Chair.
- B. A Council member may interrupt a speaker only to make a call to order or to correct a mistake.

Section 20. **Council Voting**

- A. Every member present when a question is put shall give his vote unless the Council, for special reasons, shall excuse him/her.
- B. Application to be so excused must be made before the Council discussion on the selected topic,
- C. Any member who has reason to believe he or she may be prevented from voting due to conflict of interest or bias, or the perception thereof, shall declare this prior to hearing or discussion on the topic. The Chair may call for discussion and vote regarding any member's ability to participate on an agenda item.
- D. Any member abstaining from the agenda item shall not participate in Council discussion and must depart the Council seat s/he occupies for the entirety of the agenda item.

Section 21. **Motion in Writing**

Every motion shall be reduced to writing if the Chair shall so direct.

Section 22. **Dividing a Motion**

A majority of the Council may approve a question to be moved and discussed in a divided fashion, in order to promote clarity and convenience in addressing the issue.

Section 23. **Priority of Business**

All questions relating to priority of business to be acted upon shall be decided without debate, as stated by Chair or vote of the Council.

**Section 24. Suspending and/or Changing Rules**

- A. These Rules shall not be dispensed with or suspended unless 2/3 of the members present and voting consent thereto.
- B. These Rules shall not be amended or repealed without notice, in writing, being given at the preceding meeting, and the affirmative vote of at least four members at the next regular meeting of the Council.

**Section 25. To Address the Council**

Any person wishing to address the Council will be given an opportunity to do so in accordance with the following procedures:

- A. Members of the public wishing to address the Council on an item which appears on the agenda shall wait until the Chair announces the acceptance of public comment for said item, at which time the public may address the Council on that particular item. Public comment at Workshop Sessions will be accepted only as permitted by the Chair or by consent of the Council.
- B. Once the Council has begun its deliberation on an item, no person shall be permitted to address the Council on such item except by approval of the Chair.
- C. Members of the public shall limit their comments to three minutes per agenda item. The Council Chair may grant an additional three minutes at his discretion.
- D. Each person may address an agenda item once and shall be allowed to speak once again after everyone else has had an opportunity to speak. Duplicative, combative, or inappropriate comments will not be permitted.
- E. Persons wishing to address the Council on an item not appearing on the agenda shall do so during the public participation section of the agenda.
- F. Any person wishing to address the Council shall
  - 1. signify his desire by raising his hand and, when recognized by the Chair,
  - 2. state his name and town of residency; and

3. the subject matter on which he desires to address the Council.

G. Persons present at Council meetings are requested not to applaud or otherwise express, other than verbally, their approval or disapproval of any statements made, or actions taken at such meeting.

**Section 26. Council Officers and Subcommittees**

A. At the first regularly scheduled Town Council meeting or Workshop Session following the election, there shall be chosen the following subcommittees and Council Officers:

1. Council Chair and Vice Chair. The Chair shall have those duties as prescribed by Charter, by these Rules, and any other lawful duties which may be assigned. The Vice Chair shall act as Chair in the Chair's absence.

2. Council Parliamentarian. The Parliamentarian shall have those duties as prescribed by Section 14 of these Rules.

3. Finance Committee.

a. The Finance Committee shall consist either of (a) three (3) members of the Council or (b) a committee of the whole and shall act by majority vote. The Finance Committee shall choose a Chair by majority vote of its members.

b. The Finance Committee shall have the duty to meet with the Town Manager to review the Manager's recommended annual town budget, and to make recommendations thereon to the Council.

c. The Finance Committee shall have the duty to review and advise the Town Manager on matters of current expenditures and revenues, and to report as needed to the full Council.

d. The Council may refer matters relating to Town finances to the Finance Committee, which shall study the same and make appropriate recommendations to the full Council.

4. Appointments Committee.

- a. The Appointments Committee shall consist of three (3) members of the Council and shall act by majority vote.
  - b. The Appointments Committee shall choose a Chair by majority vote of its members.
  - c. The Appointments Committee shall review applications for and recommend persons for appointment to various boards and advisory committees which are appointed by the Council, except that the Appointments Committee shall not make recommendations as to the subcommittees of the Council under this Section.
- 5. Council of Governments Executive Committee Member. The Council shall appoint one member of the Council, or may appoint the Town Manager, as the Town's representative on the Greater Portland Council of Governments Executive Committee.
  - 6. Windham Economic Development Corporation Board of Directors. The Council shall appoint two members of the Council to serve on the WEDC board of directors, such appointment to expire annually on the date of the regular municipal election.
- B. The Council may create such additional subcommittees of its members as it may determine necessary from time to time.

**Section 27. Selection Process**

The members of the Council to serve in the above capacities shall be chosen by the Council by a majority vote, and the Chair of the Council shall be, ex-officio, a member of the subcommittee.

**Section 28. Council Appointments**

- A. The Council may appoint members of the Council and/or citizens of the Town to such committees and boards as are authorized by order of the Council, charter, or statute.
- B. A citizen of the Town is defined, in this section, as a legal resident of Windham that would be eligible to register to vote in the town.
- C. Any such member who does not meet the definition of citizen is ineligible to participate on the board or committee unless specifically permitted under the

board or committee's charge. If a board or committee's charge is amended during a member's term, the member may serve out his or her term despite not meeting any new membership requirements, including citizenship.

- D. No committee shall have the power of executive action unless specifically authorized by law or the Council and shall report back to the Council for action on its recommendations or proposals.
- E. When considering candidates for appointment to these Town-Chartered boards, the Council shall regard existing committee members in the same manner as other applicants.
- F. The Council's Appointments Committee shall provide its recommendations for appointment to any board, committee or commission to the full Council at least four days prior to any consideration of a vote.

Section 29. **Robert's Rules of Order**

- A. *Robert's Rules of Order* shall govern all other questions regarding the procedures of the Windham Council.
- B. If a conflict shall arise between these Rules and Robert's Rules, these Rules shall govern.

Section 30. **Other Rules**

- A. All rules and regulations of the municipal officers or of any office in the Town of Windham in force at the time that these Rules take effect, not inconsistent with the provisions thereof, shall continue in force until amended or repealed.
- B. No Councilor will contact the town attorney without express verbal or written permission of either the Council Chair, Vice Chair or Town Manager.
- C. The chair, vice chair and town manager shall be copied on all correspondences to the town attorney.
- D. At the discretion of the town attorney, the legal opinion and or response of the attorney shall be distributed to the entire council at the next regular meeting.

Section 31. **Council-Staff Communications**

Communications with staff shall be conducted according to the Council-Staff Communications Protocol, attached to these Rules as Appendix A.

Section 32. **Severability**

If any portion of these Rules shall be held invalid, such decision shall not affect the validity of the remaining portions thereof.

---

### **Digest of Changes:**

Note: As previously adopted and amended 3/26/1981, 10/22/1991, 10/10/1995, 8/26/1997 and 8/10/2004

Amended by Order 09-188, 12/22/2009

- Added procedures for putting items on agenda in Section 11.
- Added consent agenda procedures in Section 11.
- Added role descriptions for council officers and subcommittees in Section 27.
- Specified duties and composition of council subcommittees in Section 27.
- Specifically allowed appointment of Town Manager as GPCOG Executive Committee representative in Section 27.

Amended by Order 10-166, 9/14/2010

- Added Council-Staff communications policy at Section 30, renumbered subsequent sections.

Amended by Order 12-045, 4/10/2012

- Added paragraph 6 to Section 27 requiring the appointment of a member of the council to the Windham Economic Development Corporation (WEDC) board of directors.

Amended by Order 14-005, 1/14/2014

- Specified that the Finance Committee shall consist of either a three-member committee or a committee of the whole.
- Added the appointment of a second member of the Town Council to serve on the WEDC Board of Directors.

Amended by Order 16-007, 1/26/2016

- Amended Section 1 to hold regular meetings on the first four Tuesdays of the month, with first and third Tuesdays to be mainly discussion items, and second and fourth Tuesdays to be mainly public hearings, orders, and other actionable business, but allowing for flexibility as circumstances dictate.

Amended by Order 18-129, 6/26/2018

- Deleted Section 30, "Council-Staff Communications" in its entirety.

Amended by Order 18-244, 12/18/2018

- Amended Section 29, "Council Appointments" to define a citizen of the town as a legal resident or property/business owner in Windham.

Amended by Order 19-120, 6/25/2019

- Amended Section 1, “Regular Meetings” to adjust regular meeting start time to 6:30 P.M., clarifying that first and third Tuesdays are work sessions and that no official action may occur, and if Council Action is necessary a Special Council Meeting will be called for that week.
- When the meeting falls on a holiday or Election Day, the regular meeting shall be held the following Thursday.
- Should there be a need to cancel, postpone or change the location of a regular meeting, the Town Manager shall see that all Councilors are notified and reasonable notice given to the public.
- No new business items will be discussed after 9:30 P.M.
- Amended Section 16, “Reconsiderations” clarifying that a motion to reconsider can occur at the next regular meeting, not a workshop session or special meeting.

Amended by Order 20-079, 4/28/2020

- Overall reformatting and paragraph numbering within sections for easier reference.
- Several grammatical and language clarifications.
- Added Council Staff-Communications Protocol back into Council Rules, as indicated in Section 30 and identified as Appendix A.

## **COUNCIL-STAFF COMMUNICATION PROTOCOL**

Governance of the Town relies on the cooperative efforts of elected officials, who set policy and priorities, and Town staff, who analyze problems and issues, make recommendations, and im-plement and administer the Council's policies. The following are general guidelines to help facilitate effective communications between the Town Council and Town staff. [Note: This section of the Rules is intended to expand on and implement the language contained in Article III, Section 11 of the Charter.]

1. Channel communications through the appropriate Town staff.

While any staff member is available to answer Council questions and requests for information, the Town Manager is the primary information liaison between the Council and Town staff as outlined in Article III Section 2(A)(11).

Please direct questions of Town staff to the Town Manager, Assistant Town Manager, or Department Heads.

When a Councilmember makes an information request to a particular staff member, the practice is for staff to inform the Town Manager so that he is aware of Council's requests and needs.

2. All Councilmembers should have the same information with which to make decisions.

When one Councilmember has an information request, the response will be shared with all members of the Council so that each member may be equally informed.

3. Depend upon the staff to respond to citizen concerns and complaints as fully and as expeditiously as practical.

A primary value in the Town's organizational culture is providing quality customer service. As a first response to customer problems people are encouraged to speak with a staff member's supervisor, department head, or the Town Manager.

Councilors who receive information about problems or complaints are encouraged to contact the Town Manager's Office to help solve a

citizen's problem. Councilors who receive information about problems or complaints from employees are expected to direct the employee to their supervisor, department head, or the Town Manager's Office. There will be follow-through with the Councilor as to the outcome of the problem or concern by the Town Manager's Office or other appropriate staff.

Likewise, the Town Council sometimes will receive constituent letters or emails directly. Due to limited staff resources to handle the amount of correspondence, these are disseminated to the appropriate department to prepare a formal response. The Assistant Town Manager oversees and coordinates the process to ensure consistency in the handling of inquiries, problems, or complaints.

If a letter or email is directed specifically to a Councilmember and requires an official response from the Town, the Town Manager or his/her designee will work directly with the Councilor to provide a response. All correspondence is copied to all members of Council, regardless of to whom it was addressed.

4. The Town Council sets the direction and policy – Town staff is responsible for administrative functions and Town operations.

The role of the Council is as the legislative body. The Council is responsible for approving the budget, setting policy goals, and adopting strategic plans. The primary functions of staff are to execute Council policy and actions taken by the Council and in keeping the Council informed. Staff is obligated to take direction only from the Town Manager, their Department Head, or their supervisor.

5. In order to provide the Council with timely information, please strive to submit questions on Council agenda items ahead of the meeting.

Councilors are encouraged to submit their questions on agenda items to the Town Manager as far in advance of the meeting as possible so that staff can be prepared to respond at the Council meeting. Having a practice of "no surprises" between the Council and Town staff and vice versa fosters a productive working relationship.

6. Respect the will of the "full" Town Council.

Town staff will make every effort to respond in a timely and professional manner to all requests for information or assistance made by individual Councilors. However, if a request reaches a certain degree in either terms of workload or policy, it may be more

appropriate to make the assignment through the direction of the full Town Council. If this should occur, the Town Manager will prepare a memorandum to the Town Council informing them of such situation. It would be the individual Councilor's prerogative to discuss the request at an upcoming Council meeting and to seek approval by the "full" Council. This procedure helps to ensure that staff resources are allocated in accordance with overall Council goals and priorities.

7. Depend upon the staff to make independent and objective recommendations.

Staff is expected to provide its best professional recommendations on issues, providing information about alternatives to staff recommendations as appropriate, as well as pros and cons for recommendations and alternatives. Sometimes staff may make recommendations that we know will be unpopular with the public and Councilors.

Staff respects the role of Council as policy makers for the Town and understands that Council must consider a variety of opinions and community values in their decision-making in addition to staff recommendations.

8. The Town Manager and staff are supporters and advocates for adopted Council policy.

Regardless of whether it was staff's preferred recommendation, staff will support and advocate the adopted Council policy and direction.

9. Refrain from publicly criticizing an individual employee. Criticism is differentiated from questioning facts or the opinion of staff.

All critical comments about staff performance should only be made to the Town Manager through private correspondence or conversation.

10. Seeking political support from staff or engaging staff to influence Council policies or decisions is not appropriate.

The Town is a non-partisan local government. Neither the Town Manager nor any other person in the employ of the Town shall take part in securing or contributing any money toward the nomination or election of any candidate for a municipal office. Council members shall not solicit contributions or support from Town staff for themselves or any other candidate for elective office.

In addition, some professionals (e.g., Town Manager, Deputy Town Manager, and the Assistant Town Manager) have professional codes of ethics, which preclude partisan political activities or activities that give the appearance of political partisanship.

11. Employees are not permitted to lobby Council members on policy or personnel matters outside of established practices and procedures.

Town staff are expected to participate in the process through their official roles and duties, and may participate in the public process as citizens, but are prohibited from using their positions to improperly influence or undermine Council decisions or policies in violation of this or any other Town policy, ordinance, regulation, Charter provision, or statute. Employees are prohibited from lobbying members of the Council on policy or personnel matters outside of established practices and procedures.

Similarly Council members must not engage Town staff in activities, particularly involving matters of Council policies or business, in an effort to influence the outcome of Council decisions.