

CITY OF KEENE
NEW HAMPSHIRE

LOWER WINCHESTER STREET RECONSTRUCTION PROJECT
AD HOC STEERING COMMITTEE

Rules of Procedure

1. **Meetings:** Meeting times and dates to be determined by members of the Lower Winchester Street Reconstruction Project Ad hoc Steering Committee (hereinafter “Committee”). All meetings are open to the public and meeting times and locations will be posted at least twenty-four (24) hours in advance of any such meeting in two (2) appropriate places, one of which may include the City’s website in accordance with RSA 91-A:2. At least three (3) meetings shall be held each calendar year.

2. **Minutes:** Minutes of such meetings shall be kept in accordance with RSA 91-A:2, and shall include the following: the name of the Committee; date, time and location of the meeting; the members present; the members absent; the time that the meeting was called to order and by whom; motions or other actions taken including who made the motion and seconded, who voted and how; who abstained, and whether the action passed or failed; the names of persons appearing before the Committee; the subject matter discussed; the time the meeting adjourned; the name of the minute taker. If there is no minute taker specifically assigned to the Committee, the Chair shall designate an appropriate individual for this purpose. Prior to the next meeting of the Committee, the minute taker shall submit the draft minutes to the Chair, or in the Chair’s absence the Vice-Chair, of the Committee. The Chair, or Vice-Chair, shall review the draft minutes and may make such corrections as are necessary to ensure that information required to be included in the minutes of such meetings is accurate. Examples of appropriate corrections include spelling of names, grammar, citations, and technical jargon. In no case shall a correction alter what was said or discussed at the meeting, or the result of any action taken. All corrections shall be made with “track changes” or a similar feature turned on so that other Committee members are aware of any such corrections. Once approved, meeting minutes shall be immediately filed with the City Clerk, but draft minutes shall also be available for public inspection not more than five (5) days after the public meeting.

3. **Quorum:** A minimum of four (4) Committee members appointed shall constitute a quorum. No Committee business shall be conducted in the absence of a quorum. A quorum of the Committee shall be physically present at the location specified in the public notice. With the approval of the Presiding Officer, members may participate remotely (i.e., via telephone or video conference). The remote member must state where they are located, who may be present at that location with them, and the reason for their remote participation. When any member is participating in the meeting remotely, all votes of the committee shall be conducted by roll call. Email communications among the Committee or between the Committee and Staff Liaison shall be used only for the transmittal of administrative matters such as scheduling or the transmittal of information to be acted upon at the public meeting.

4. **Elections:** At the first meeting of the new calendar year the Committee shall elect, by simple majority, a Chair and a Vice-Chair.

5. **Presiding Officer:**
 - a. The Chair shall preside over the meeting and call the members to order.
 - b. In case of absence of the Chair or when the Chair is participating remotely, if a quorum is found to be physically present, the Committee shall proceed with the Vice-Chair acting as the presiding officer.
 - c. In the event that both the Chair and Vice-Chair are absent, if a quorum is found to be physically present, the Committee shall proceed to elect a Committee member, by majority vote of those participating, as Temporary Chair of the meeting until the presiding officer appears.
6. **Right of Floor:** The Chair shall control the meeting. When recognized by the Chair, a member of the Committee or general public shall respectfully address the members of the Committee and shall confine themselves to the question under debate, avoid personal comments, and refrain from impugning the motives of any other individual's argument or vote. The Chair shall act on all proper motions for which there is a second. A motion to call the question shall require a two-thirds (2/3) vote and is not debatable.
7. **Order of Business:** The business of all regular meetings shall be transacted in the following order:
 - a. Call to order.
 - b. Roll call of attendance.
 - c. Acceptance of minutes of preceding meeting.
 - d. Committee business on meeting agenda.
 - e. New business
 - f. Adjournment.
8. **Meeting Agenda:** The meeting agenda shall be prepared by the Staff Liaison on consultation with the Chair. Items to be placed on the meeting agenda must be received by the Staff Liaison a minimum of five (5) business days prior to the scheduled meeting. No matter that is not on the agenda shall be discussed at the meeting, but shall be referenced under New Business and shall be placed on the agenda for discussion at the next regular meeting.
9. **Communications:** Communications to be introduced to the Committee must be signed by the person introducing the same, either by hand or electronically, must give his or her residential address or mailing address, if different, at which he or she can be notified of meetings, and telephone number, if available. Communications not containing all of the above will not be accepted by the Staff Liaison and will not be placed on the agenda of the Committee. Communications addressed to a Committee member of a personal or argumentative nature shall not be introduced in the meeting. Any email communication directly to a member of the Committee relating to a matter before the Committee must be provided to Staff Liaison for compliance with this paragraph and for inclusion in the record. If the Committee decides to submit a written memorandum on a matter before it to the City Council, it shall direct the Staff Liaison to draft the memorandum for review and approval by the Committee Chair prior to submission to the City Council.
10. **Order of Business - Out of Order:** The Chair may permit any item of business to be taken out of the regular order as set by the agenda unless there is an objection by a Committee member in

which case a majority of the Committee may vote to take the item out of order.

11. **Reports:** When required, the Committee shall issue a Majority Report as “Informational” or as a Recommendation to the City Council based on the findings of the Committee. A simple majority of the quorum shall be sufficient for the report.
12. **Tie Vote:** In case of a tie vote on any recommendation, said recommendation shall be deemed defeated.
13. **Reconsideration:** After the decision of any question, any member who voted with the prevailing side may move for reconsideration for that action at the next regular meeting of the Committee. For the purposes of this Rule, the next regular meeting of the Committee shall be the next regularly scheduled meeting of the Committee which is at least ten (10) days after the meeting of the Committee at which the decision to be reconsidered occurred. The Committee member shall submit a written notice and the question shall be placed on the agenda in accordance with these Rules of Procedure (“Rules”). A motion to reconsider shall require a majority vote of the Committee members present. After a motion for reconsideration has once been acted on, no other motion for reconsideration thereof shall be made. If the original vote is sustained at the next regular meeting as defined herein, the Committee shall have no further right of reconsideration on the question.
14. **Conflict of Interest:**
 - a. Every member present when a question is put shall vote thereon, except when the member has a conflict of interest in the matter as defined by Article VI, Conflict of Interest, and Section 25, Communications, of the Charter of the City of Keene. A conflict may exist when a Committee member’s spouse, civil union partner, parent, child, or other member of the Committee member’s immediate family has a conflict. A conflict exists when a business or individual has a matter before the Committee and the Committee member is employed by the business, or is otherwise a party in interest. If the conflict becomes known prior to a Committee meeting, the Committee member shall file the written particulars of the conflict of interest with the Staff Liaison for inclusion on the Committee agenda. If the conflict becomes known to the Committee member during a meeting, the Committee member should immediately disclose the particulars of the conflict of interest. The question of whether or not a conflict exists will then be decided by a majority vote of Committee members present. When such a conflict exists, the member having the conflict shall be prohibited from participating in the discussion and shall not vote on the matter. No Committee member having a conflict of interest may discuss the matter in which they have a conflict with any other Committee member in any other place or any other time.
 - b. Any Committee member having reasonable grounds to believe that another Committee member has a conflict of interest may raise the issue on their own motion. The question will then be decided as set forth above.
15. **Non-Public Session:** A majority of members present at a Committee meeting may, by roll call, vote to go into non-public session in accordance with RS A 91-A:3. The motion shall state the specific statutory basis relied upon for the non-public session. All persons who are not Committee members qualified to participate in the discussion shall leave the meeting, unless specifically requested to remain. No action or decision with respect to the matter shall be taken in non-public session. Minutes of the non-public sessions shall be taken and the minutes shall be

publicly disclosed within seventy-two (72) hours unless, by recorded vote of two-thirds (2/3) of the members present, the minutes are sealed in accordance with RS A 91-A:3. The minutes of any non-public meeting shall be designated as such and shall be filed with the City Clerk no more than seventy-two (72) hours after the meeting.

16. **Suspension of Rules:** With the exception of Rule 17, any provision of these Rules not governed by Statute, City Charter or Ordinance, may be temporarily suspended at any meeting of the Committee, by a two-thirds (2/3) vote of all members present. The vote on any such suspension shall be taken by roll call and entered upon the minutes.
17. **To Amend Rules:** These Rules may be amended or new Rules adopted by a two-thirds (2/3) vote of all members appointed to the Committee. The public meeting notice shall state that a proposal to amend the Rules is included on the meeting agenda. Proposed amendments shall be submitted in writing at a regular Committee meeting, but shall not be acted upon until the next regular meeting of the Committee. An amendment to the Rules shall become effective upon passage.
18. **Rules of Order:** Roberts Rules of Order shall govern points of order not covered herein.

Adopted this _____ day of October, 2022.

_____, Chair