



**Town of Davidson
Sustainability Board Regular Meeting
Community Room 120
251 South Street
Monday, January 13, 2025 at 6:30 PM**

I. CALL TO ORDER

II. WELCOME & INTRODUCTIONS

III. CHANGES TO THE AGENDA

IV. NEW BUSINESS

a. Appointments of chair, vice chair, and secretary

Summary: Nominate chair, vice chair, and secretary appointments and consider approval of appointments.

b. Consider approval of 2025 meeting schedule

Summary: Review the 2025 Sustainability Board Regular meeting schedule and consider approval.

c. Disseminate Sustainability Board Bylaws

Summary: The Board recognizes the Sustainability Board Bylaws.

d. Town Staff Reports

Summary: Town Staff liaison shares Town updates.

e. Subcommittee Reports

Summary: Sustainability Board Subcommittees reports to the Sustainability Board.

f. Sustainability Committee Presentation

Summary: Members from the previously existing Sustainability Committee present on the committee's work.

V. ADJOURN



2025
Annual Schedule of Regular Meetings
Sustainability Board

Annual Schedule of Regular Meetings
Monday, January 13, 2025
Monday, February 17, 2025
Monday, March 17, 2025
Monday, April 21, 2025
Monday, May 19, 2025
Monday, June 16, 2025
Monday, July 21, 2025
Monday, August 18, 2025
Monday, September 15, 2025
Monday, October 20, 2025
Monday, November 17, 2025
No Meeting in December

**BYLAWS GOVERNING THE
TOWN OF DAVIDSON SUSTAINABILITY BOARD**

**ARTICLE I
DAVIDSON SUSTAINABILITY BOARD**

- 1.1 BOARD:** The official name of this Board shall be the Town of Davidson Sustainability Board which shall herein be referred to as the Board.

**ARTICLE II
AUTHORITY AND RESPONSIBILITY**

- 2.1 PURPOSE:** The Board provides recommendations and advice to the Town of Davidson Board of Commissioners and Town of Davidson staff regarding Town sustainability initiatives, including but not limited to Climate Action Plan implementation.

**ARTICLE III
MEMBERSHIP**

- 3.1 COMPOSITION:** The Sustainability Board shall consist of twelve (12) members which reside in the Town of Davidson, including a resident of the extra territorial jurisdiction (ETJ) and a Davidson College student. Parks and Recreation and Public Works department staff and/or their designated representative shall serve as ex-officio members of the Board. The ex-officio members and Davidson College Student will not have a vote on matters coming before the Board. The Town Sustainability Manager or his/her designee will assist in scheduling meetings, coordinating speakers, drafting agendas, and producing other review materials necessary for the Board's work.
- 3.2 APPOINTMENT:** All members shall be appointed by the Board of Commissioners according to their Rules of Procedure. If no applications are received by residents of the ETJ or Davidson College, the one-member requirements will be waived and the vacancy filled according to the Board of Commissioners' Rules of Procedure.
- 3.3 TERMS:**
- a. General: The term of office shall be three years, although initial appointments shall be made for one, two, and three years so the terms may be staggered. Members may be re-appointed for one subsequent term. All mid-term vacancies will be appointed according to the Board of Commissioners' Rules of Procedure.
 - b. Limits: It shall be the policy of the Town of Davidson Board of Commissioners that terms of membership on Advisory Boards or Commissions are as follows: Persons serving two (2) consecutive three (3) year terms or six (6) total consecutive years shall be ineligible for consideration for reappointment. Time served in midterm appointments are not counted in the six consecutive total years. That person would be eligible to reapply following a one (1) year absence from serving. The board of

commissioners shall have discretion to waive term limits for a particular position on an advisory board or commission.

- c. Resignation: Members must notify the Chair and/or the Sustainability Manager in writing to resign from the Board.

3.4 ATTENDANCE:

- a. Notice: A member who will be unable to attend a regular meeting of the Board must contact the Chair and/or the Sustainability Manager or their designee at least 24 hours before the scheduled meeting and indicate the general reason for being absent. Earlier notification is encouraged.
- b. Record: Attendance shall be recorded as Present, Tardy (more than 15 minutes late), Excused Absence (either 24-hour or emergency notice), or Unexcused Absence.
- c. Forfeiture: If any member of the board attends fewer than 75% of the regular and special meetings held by the board during any twelve (12) month period, the member will forfeit their membership on the board.

- 3.5 CONDUCT:** When participating in a meeting or conducting Board business (whether in person, via email, or other communication methods), members shall conduct themselves in a respectful, ethical, and professional manner. Any member who engages in intentional misrepresentation of information or inflammatory, hostile, or threatening language or behavior toward others, including but not limited to elected officials, staff, or another Board member, will be removed from the meeting. Any member who engages in the aforementioned behavior is also subject to dismissal from the Board by the Chair and/or Sustainability Manager.

ARTICLE IV OFFICERS & STAFF

- 4.1 OFFICERS:** The officers of the Board shall be Chair, Vice Chair, and Secretary. Officers shall be elected at the first regular meeting of the annual term. The Term of each position shall be one year. The Secretary's position may be filled by Town staff if necessary. Should the resignation or termination of the Vice Chair or Secretary occur, a replacement for the position shall be selected by Board election from the remaining members who do not currently hold an office or position. The general duties of the officers shall be as follows:

- a. Chair: The Chair shall be appointed for a one (1) year term and may be re-appointed for subsequent terms. The Chair shall plan an agenda for each regular meeting in collaboration with the Sustainability Manager, preside at all meetings of the Board, appoint all standing Committees, and have all the duties normally conferred on such an office. The Chair shall also represent the Board and present its recommendations to the Town of Davidson Board of Commissioners or appoint a designee to perform that duty. The Chair is a voting member of the Board.
- b. Vice-Chair: A Vice-Chair shall be elected for a one (1) year term and may be re-elected for subsequent terms. The Vice-Chair shall serve in the absence of the Chair. If

both the Chair and the Vice-Chair are absent, another member designated by a majority vote of the Board members present shall preside.

- c. Secretary: The Secretary shall be elected for a one (1) year term and may be re-elected for subsequent terms. The Secretary shall submit to the Sustainability Manager (or other Town liaison) the written draft of meeting minutes at least one week prior to the next scheduled meeting.

- 4.2 GENERAL DUTIES OF STAFF:** The Sustainability Manager or his/her designee(s) shall serve as liaison staff to the Board and shall: Keep the minutes and records of the Board; prepare the agenda for regular and special meetings; provide notice of meetings; attend to correspondence of the Board; and provide technical assistance to the Board.

ARTICLE V MEETINGS

5.1 MEETINGS:

- a. Regular: Regular meetings of the Board shall be held once a month in the Davidson Town Hall, or as otherwise permitted in a public manner, on the third Monday of each month. The Board shall adopt an annual schedule of regular meetings prior to the end of each calendar year or as soon thereafter as a quorum is established. All scheduled meetings of the Sustainability Board shall be published to the Town of Davidson website at least 72 hours in advance.
- b. Special: Special meetings may be called only by the Chair or Vice Chair provided that at least forty-eight (48) hours' notice of the time of such a meeting shall be given to each member by the staff. Communication of such notice may be by any reasonable means selected by the staff, including but not limited to U. S. postal system, telephone (including voice mail messages), E-mail, and physical delivery. Staff shall maintain a roster containing contact information for each Sustainability Board member.
- c. Cancellation: Whenever there is no business for a meeting of the Board, the Chair, in consultation with the Sustainability Manager or designee, may cancel a regular meeting by giving notice to all members not less than 48 hours prior to the time of the scheduled meeting.
- d. Work Sessions, Joint Meetings: The Board may hold work sessions, informal meetings or committee meetings, including joint meetings with the Board of Commissioners, with other advisory bodies of the Town, or with governing or advisory bodies of other governmental units, in order to consider or deliberate over business within its purview. Such meetings are official meetings of the Board and require noticing per applicable notice requirements. The time and place of joint meetings is decided by the Chair, the Sustainability Manager, and the Chair of the body with whom a joint meeting is to be held.
- e. Social Gatherings: Genuine social gatherings of a majority of the Board are, by law, exempt from constituting an official meeting unless called or held to evade the spirit and purposes of the North Carolina Open Meetings Law (G.S. 143-318.9 et seq.).

- 5.2 PUBLIC ACCESS & NOTIFICATION:** All regular meetings, special meetings, and hearings of this Board shall be open to the public as provided in the North Carolina Open Meetings Law. All records, files, and accounts shall be public records as provided in the North Carolina General Statutes.
- 5.3 QUORUM:** A majority of the voting members of the Board present in person or by two-way verbal communication shall constitute a quorum. A majority is more than half. A member who has withdrawn from a meeting shall be counted as present for the purpose of determining whether or not a quorum is present provided that more than one-third (1/3) of the voting members must be present and voting for there to be a quorum. A quorum must be present before any business is transacted.
- 5.4 AUXILARY RULES:** Unless otherwise stated herein, the Board shall conduct its meeting in accordance with the provisions of Rules 7, 8, 10, 11, 12, 14, 15, 16, 17, 18, and 19 of the *Suggested Rules of Procedure for Small Local Government Board* published by the UNC School of Government. The Chair, subject to these rules, shall decide all points of procedure unless otherwise directed by a majority of the Board in session at the time.

ARTICLE VI ORDER OF BUSINESS

6.1 AGENDA:

- a. Program: Items of business at the regular meeting shall appear on the agenda. The agenda shall be set by the Chair in coordination with the Sustainability Manager or designee; any changes to the agenda shall be made by the Chair.
- b. Requests: All items on the agenda should be presented to the Chair and Sustainability Manager or designee at least seven (7) days prior to the regular meeting.
- c. Order of Business: The general order of business shall be as follows:
 - Call to order
 - Roll call and determination of quorum
 - Approval of minutes of previous meeting
 - Notice of changes to the agenda
 - Old business
 - New business
 - Subcommittee and Town staff reports
 - Adjournment
 - At the discretion of the Chair, and subject to the Chair's right to curtail further discussion, comments may be accepted from members of the public. The Chair, in consultation with the Board, may establish the manner and time allotted for each speaker during public comment.

ARTICLE VII ACTION BY BOARD

- 8.1 ACTIONS:** All actions of the Board shall be in the form of a motion, duly seconded, and voted upon by all members present. If no quorum is present, the only motion permitted is a

motion to adjourn, including a motion to adjourn to a specified date and time which may be other than the regular meeting date and time.

8.2 VOTING:

- a. Procedure: Voting shall be done by a show of hands. Voting by proxy is not permitted. If there is a tie vote, the motion fails.
- b. Assignment: Affirmative votes from a majority of the members present and voting shall be required to adopt any motion. The abstention of any member who is physically present or has withdrawn without being excused by the Board due to a conflict of interest or other declared reason shall be recorded as an affirmative vote.

8.4 COMMUNICATIONS:

- a. Public Representation: Only the Chair, or a member designated by the Chair, shall speak officially for the Board. Board members may speak publicly as private citizens on sustainability matters; however, courtesy demands that they indicate in such cases that they are presenting their own opinions. No member of the Town staff has any authority either direct or implied to speak for the Board or to bind it in any way.
- b. Internal: Email shall serve as the primary means of communication between the Chair/ Sustainability Manager or designee and members. Content related to board agenda items should be limited to clarifying questions; discussion of Board business is prohibited. Questions, suggestions, or concerns should be relayed directly to the Chair/Sustainability Manager.
- c. External:
 - i. Official Inquiries: Members that receive official inquiries shall direct those inquiries to the Chair and Sustainability Manager.
 - ii. Mobile/Digital Platforms: Members shall avoid discussing Board business in such forums. If participation is elected, members should engage such arenas with caution and only to clarify facts regarding a topic.
- d. Confidential Information: In the event that any confidential material is distributed with the agenda, such as a memorandum from the Town Attorney advising the Board on a legal issue, such information shall be marked as confidential. Board members shall not discuss, disclose, or distribute any confidential material at any open meeting or with or to any members of the public.

ARTICLE VIII ADOPTION & AMENDMENT

- 9.1 REVIEW OF BYLAWS**: Amendments to the Bylaws of the Board may be presented at a regular meeting. Amendments to the Bylaws of the Board must be approved by the Town of Davidson Board of Commissioners prior to their adoption.