

To: Bloomington Common Council Committee on Council Processes  
Councilmembers Isak Asare, Dave Rollo, Isabel Piedmont-Smith, & Matt Flaherty  
From: Andrew Guenther, Vice Chair & Member, Bloomington Commission on Sustainability  
Date: May 23, 2024  
Subject: City Ordinances & Definition of Quorum re: Vacant Seats/Seated Members

Dear Councilmembers,

I hope this letter finds you all well. Due to my position as President of the Monroe County Environmental Commission, I am also a member of the Bloomington Commission of Sustainability (BCOS) and their Vice Chair as of our May 22, 2024 meeting, which is why I wrote you today. I would like to note that I am writing to you today from my position as a general member of BCOS and not as a part of BCOS' leadership team and do not necessarily speak for my fellow Commissioners, Monroe County, or any elected/appointed officials from the same.

My first BCOS meeting was May 22, 2024, and was scheduled to begin at 6:30 PM. Our meeting did not start until 7:15 PM due to disagreements between BCOS members and our staff liaison, Shawn Miya, over the definition of a quorum and whether or not vacant seats needed to be counted when determining the minimum number of members required for a quorum to be reached. BCOS has 14 seats that can have members, but currently only has 11 of those seats filled. Shawn Miya's interpretation was that our quorum under city ordinance required 8 members attending in-person ( $14/2 + 1$ ), while the Commissioners believed we needed only 6 members in-person ( $11/2 + 1$ , rounded). City legal (Larry Allen) was brought in, who consulted with Stephen Lucas via phone before allowing BCOS to proceed with 6 members. The reason given was that BCOS was granted, under city ordinance, the authority to set their own administrative procedures and rules and BCOS' bylaws indicated the intent to not count quorum the way the city normally does (which is from the total number of seats, not necessarily the number of seats actually filled).

During the 45-minute conversation on quorum, city ordinances, state code, and BCOS bylaws, it became clear to me that there is significant miscommunication, confusion, and vagueness surrounding this topic. I am writing to you, as members of the Committee on Council Processes, to urge your attention and action on proposing, passing, and enacting amendments to city code to clarify the requirements different boards and commissions have, if any, related to quorum.

Under Bloomington Municipal Code 2.08.020 (7), the quorum for city boards and commissions is defined as the following: "Quorum. Unless otherwise specified, a majority of **members serving** on a board, commission, or council, excepting the nonvoting ex officio members, constitute a quorum for purpose of conducting the official business of the board, commission, or council." (emphasis added)

The confusion focuses on the definition of "members serving" in that definition/requirement of/for quorum. And nowhere in city code could I locate a definition for "members serving" or "serving" generally.

I urge the Committee and, by extension, the wider Common Council to look at any clarifying amendments to these requirements/definitions in a light most in favor of the operation of the board/commission and their ability to conduct business. BCOS, before our May 22, 2024 meeting, had not met since February due to quorum issues, which were only exacerbated by the conflicting definitions of quorum. While statutory boards, such as the Plan Commission, have more stringent state-created requirements for quorum and means of conducting business, boards created by the Common Council have more flexibility. While we certainly do not want a disproportionately small number of Commissioners conducting official actions without appropriate oversight or democratic means, we also do not want boards/commissions frozen by impossible quorum requirements that prevent any actions from being taken.

In the case of BCOS, they could not assign new members to sub-committees/working groups, could not elect leadership, could not pass official statements or recommendations to the general public or city leaders, or invite guest speakers from the community to discuss issues of importance because they had several inactive members, several seats unfilled by appointing authorities, and the volunteer members falling ill, having work/family commitments, or otherwise having to miss meetings in-person. It is clear the system they were operating under is untenable.

As a leader of BCOS, I will be working with our Chair, Justin Vasel, and fellow Commissioners to amend our bylaws and our internal processes. I cannot help but think of other boards and commissions in the city that may benefit from your review of their establishing ordinances, powers & duties, and the city's general provisions ordinance on requirements for boards and commissions.

I know the Council and your Committee have significant work to do on a variety of important, pressing topics. I also believe that boards and commissions are some of the most important local democratic institutions we have to supplement the work of part-time legislative officials and that their work ought to be streamlined and safeguarded against bureaucratic roadblocks that impair them from carrying out their statutory authority.

Please be assured this letter is merely a professional request or recommendation and is not meant to assign blame on any individuals or entities. Individuals were named only so that you may reach out to them if you so desire to gather more information on these conversations. I am always available and willing to answer questions or provide more information as requested via email at [AJGuentherJr@gmail.com](mailto:AJGuentherJr@gmail.com). Thank you all for your time, service, and work in our community.

Sincerely,



Andrew J. Guenther Jr.

*Vice Chair & Member, Bloomington Commission on Sustainability*

*Former Chair & Member, Bloomington Environmental Commission*

*Former Vice Chair & Member, Bloomington Board of Housing Quality Appeals*