

**BY-LAWS
TOWN COUNCIL
SALEM, NEW HAMPSHIRE**

A. PURPOSE:

These By-Laws describe the duties and methods of operation of the Salem Town Council. In addition, the Town Council will adhere to the Code of Ethics for the Town of Salem Chapter 33, Article 1.

B. AUTHORITY:

The Town Council is an elected Council and derives its authority from NH RSA 49-d:3, other RSA's, the Salem Town Charter, and Town of Salem Ordinances. The Town Manager derives their authority from NH RSA 37.

C. ORGANIZATION:

1. Responsibilities of Councilors:

- (a) All Councilors shall make every effort to attend each scheduled meeting.
- (b) Councilors have authority only when acting as a Council legally in session. The Council shall not be bound by any action or statement of any individual Councilor except when such statement or action is pursuant to instructions from a majority of the Council.
- (c) Councilors are expected to sign various paperwork (including payroll manifests, etc.) in a timely manner, unless impending absence has been noted and the Chair notified. The signing of this paperwork may either be performed via physical means or by electronic document signature. All such signatures shall be in conformance with State Law.

2. Officers:

- (a) Election - A Chair, Vice-Chair and Secretary shall be elected at the first regularly scheduled meeting following the swearing in of Councilors elected at the annual Town Meeting. The election shall be by a majority vote of those present.

Town Council vacancies created during the year shall be filled within forty-five (45) days of the effective date of the vacancy. Such vacancies shall be filled via appointment of the Town Council by the remaining Councilors. The Chair will issue a call for candidates, set the parameters for the applications, and schedule a public meeting for the purpose of making the appointment. All such appointments and related timing will adhere to the current New Hampshire State Law.

- (b) Duties - The Chair shall preside at all meetings of the Council and perform all duties required by law.

In the absence of the Chair, the Vice-Chair shall preside and assume all duties and responsibilities of the Chair.

The Secretary shall preside in the absence of the Chair and Vice-Chair. The Secretary is the custodian of the official minutes and shall sign them as revised and approved and shall forward them to the Town Manager's office for filing and storage.

All communications and/or requests shall go through the Chair, Vice Chair and Secretary. The Secretary shall keep a record of all communication/requests and their topics. If topics are about one of the people in these positions, that person may be left off of the contact list. The record of communications/requests shall be shared with the whole Council by the next scheduled meeting.

3. Committees:

The Chair may delegate at least two (2) Councilors to investigate Town matters and/or to perform other duties.

D. OPERATION:

1. Meetings:

- (a) Organizational Meetings - An organizational meeting to elect officers shall be held in accordance with C.2(a). The Council may adopt the previous Council's policies and procedures, subject to amendment as provided in these by-laws. The Council shall establish a schedule for meetings.
- (b) Regular Meetings - A more formalized meeting of the Council generally conducted in accordance with the order of the "Agenda" contained herein.

The Chair may allow public input and/or participation during discussion of the Council at times other than public hearings or public comment. This will be limited to comments on the motion under consideration. If the Chair decides to not allow public input and/or participation but a request from the public is made, a Majority of the Council may vote to override the ruling of the Chair.

- (c) Workshop Meetings - A less formalized meeting of the Council generally conducted for the purpose of providing Councilors with a more detailed understanding of a limited number of issues or to permit discussion of issues in greater depth.

- (d) Non-Public Meetings - A meeting of the Council held for town legal and personnel issues in accordance with RSA 91-A:3. All non-public meetings requested by a Councilor will follow the Non-Public Meeting Requests & Rules of Procedure as adopted by the Board of Selectmen in 2012. Further, for the purpose of Non-Public Meeting Minutes, the Secretary shall list any documents that the Council is provided for review and discussion. This list shall contain the document title, date, and author.
- (e) There are a few specific situations where the Town Council is permitted under law to conduct official business without posting notice of a meeting or taking minutes as set forth in RSA 91-A:2, I. These nonmeetings may be held during the course of a non-public session or at any other time that is convenient to the participants. The scheduling of any such meeting shall be managed by the Chair.
- (f) Special Meetings - May be called by the Chair in accordance with RSA 91-A:2,II; upon demand of five (5) Councilors; or at the request of the Town Manager through the Chair. The Chair shall notify each Councilor in accordance with RSA 91-A:2,II.
- (g) Committee Meetings - Meetings shall be called by the Chair of the committee under the rules governing special meetings.

2. Schedule of Meetings:

Shall be published monthly. Each meeting shall be posted in accordance with RSA 91-A.

3. Reports of Committees:

Written/Oral reports from committees received by the Council shall be filed with and distributed with the minutes of the Council.

4. Review of Audit Reports:

The Council shall review all audit reports, in their entirety, as soon as the report is available and take any action related thereto.

5. Water & Sewer Commissioners

As part of their responsibilities as Water & Sewer Commissioners, the Council shall conduct an annual review of the Unreserved Water and Sewer Funds with the Town Manager and Finance Director each September. The Council shall then vote to set Water and Sewer Rates no later than October 1st for billing the following January 1st. A vote shall be recorded even if the determination is made that the rate(s) should not change.

6. Town Manager

Annually, the Town Council is responsible for evaluating the job performance of the Town Manager. It is the Chair's responsibility to coordinate the evaluation, including obtaining input from the other members of the Council, aggregating that information, and presenting to the Council a comprehensive draft of the evaluation document. The current Town Councilors must complete the final evaluation document prior to the next annual election. Any votes on compensation made during non-public session shall be made by roll call vote with the record of that vote disclosed at the next immediately held public session.

The final evaluation document shall remain on file in the Human Resources Department.

E. RULES OF ORDER:

- 1. Quorum** - A quorum shall consist of five (5) members of the Council. In the event that five (5) Councilors are absent from a meeting, no official meeting can take place and therefore no decisions can be made.
- 2. Remote Participation in Meetings** – The provisions of RSA 91-A:2, III shall apply to the remote participation of a Town Councilor at a public meeting of the Council by telephone or video conference, only upon the consent and majority vote of the remaining Councilors. All votes during meetings in which at least one member is participating via remote participation shall be conducted by roll call vote.
- 3. Votes** – It is illegal for the Town Council to make any decisions by use of a secret ballot or by email or in such a way that is contrary to the Right-to-Know Law. Further, Councilors should disqualify themselves from the Council and step down from all participation in deliberations (including voting) on any subject matter where there is a conflict of interest or perceived conflict of interest. A Councilor should disqualify themselves whenever they have a direct personal or pecuniary interest in the outcome. The decision to disqualify oneself is entirely the prerogative of the Councilor themselves. No member may pressure another member to disqualify themselves.
- 4. Voting Abstentions** – In the event that a Councilor should voluntarily abstain from voting citing their reasons as required by the Town Charter, such action shall not count towards the tally of a vote for the purpose of determining the majority viewpoint. If five (5) or more Councilors abstain from a vote, no action shall be taken at this meeting. The vote shall be taken again at a following meeting and these Councilors may not continually abstain. Decisions must be made as this is the business of the Town.

5. Agenda – The Town Manager bears the primary responsibility for coordinating and planning the Agenda. The Chair has the final authority over the final approved agenda, timing, schedules, and related matters. The Agenda shall be published with the meeting notice and included in the minutes. A suggested agenda is provided below. It may be changed by the chair or by vote of the Council.

AGENDA

- Call to Order
- Meeting Minutes
- Chair Comments
- Additions and/or Requests by Public or Council by Vote
- Agenda Items
- Town Manager's Report & Council Questions
- Old Business/Tabled and Pending
- Board, Committee and Commission updates
- Adjourn

(a) Councilors wishing to place an item on the agenda must make the request to the Town Manager and Chair before Wednesday at 12:00 p.m. prior to a Monday meeting. Citizens wishing to place an item on the Council's agenda and plan to make a presentation must provide a copy of all presentation material and documentation to be included in each Councilor's "packet" by Wednesday at 9:00 a.m. The full meeting packet shall be sent to the Town Council as early as possible on Fridays.

(b) Adjournment - A motion for adjournment will usually not be in order until after the completion of the order of business, unless a motion has been made at the start of the meeting to adjourn at a specified time.

6. Role of the Chair:

The Chair's duties are as follows:

(a) To open the session at the time at which the Council is to meet by calling the Councilors to order; to announce the business before the Council in the order in which it is to be acted upon;

(b) to recognize Councilors entitled to the floor;

(c) to state and put to vote all the questions which are regularly called or necessarily arise in the course of the proceedings and to announce the result of the vote;

(d) to protect the Council from annoyance;

- (e) to assist in expediting all business in every way compatible with the rights of the Councilors, as by allowing brief remarks when un-debatable motions are pending or by calling a brief recess to permit restoration of order or clarification of an obscure point if they think it is advisable;
- (f) to restrain the Councilors when engaged in debate within the rules of order;
- (g) to enforce on all occasions the observance of order and decorum among the Councilors, deciding all questions of order (subject to an appeal by any two (2) Councilors) unless they prefer to submit the question for the decision of the Council;
- (h) to inform the Council on a point of order or practice pertinent to pending business;
- (i) to ensure that Council communications abide by all aspects of the NH Right-to Know Laws;
- (j) to authenticate by their signature, when necessary, all acts, orders and proceedings as directed by vote of the Council.

The Chair shall issue calls for candidates and specify dates for return of applications for positions appointed by the Council.

The Chair shall vote as a member of the Council.

Discussions which are not addressing the business before the Council, or which are conducted in a disorderly or disrespectful manner, shall be ruled out of order. The Chair shall take whatever action is necessary to achieve and maintain order, including ordering the removal of any person who continues disorderly conduct.

7. Role of the Vice-Chair:

Please see section C.2(b) above.

8. Role of the Secretary:

Please see section C.2(b) above.

9. Conduct of Meetings:

Meetings shall be conducted in accordance with generally accepted practices of order and decorum. In the event of dispute regarding procedural matters, Robert's Rules of Order shall serve as a guideline with a vote of the Council being the final deciding authority.

10. Recording of Votes:

Votes shall be by a show of hands or by a roll call. The vote of each Councilor present shall be recorded. No action shall be considered at a subsequent meeting in the same calendar year except by majority vote of the Councilors present and voting.

11. Requests for Information:

- (a) Should it become apparent to the Chair or an individual Councilor, in the interim between meetings, that additional information relative to a specific item may be needed for Council use at the next regularly scheduled meeting, a request for this information shall be submitted to the Chair and Town Manager before the agenda is set.
- (b) Requests for information from other Councilors from the Town Manager, Town Counsel, Department of Revenue Administration, or the Attorney General's Office shall be made through the Chair. The Chair shall decide if they want the Town Manager to proceed with the request. Should the Chair deny the request, the requesting Councilor may bring the issue to the full Council at its next regular meeting for the majority to rule on. Any information provided to any individual Councilor, including the Chair, shall be provided to the rest of the Council before, or at the next meeting. Information may not be withheld from other members.

F. EMPLOYEES:

1. Duties:

The Recording Clerk shall be the official recorder of the minutes of the Town Council and an official copy of the records are to be filed in the Town Council's Office and open to inspection by any person at reasonable times. In addition to keeping the minutes of the meetings, it is the duty of the Recording Clerk to keep a roll of Councilors and to call the roll when required. The Recording Clerk shall record the essentials called "the minutes" of the proceedings as follows:

- (a) The kind of meeting - regular, special, work session, or recessed.
- (b) Time of meeting and place of meeting
- (c) The presence/absence of Councilors
- (d) The presence of Town staff, attorneys, or other participants
- (e) Whether the minutes of the previous meeting were approved or amended.
- (f) All main motions and points of order and appeals, whether sustained or lost, and all other motions that were not lost or withdrawn.

(g) The hour of adjournment.

The Recording Clerk shall record the essentials of the proceedings, the name of the Councilor who introduced a main motion or amendment and the name of the second, and should enter the number and names of votes on each side.

In addition to the strict record of what is done, the public minutes should contain the list of speakers on each side of every question with an abstract of all relevant points.

Reports of committees should be printed exactly as submitted. The minutes should show what action was taken by the Council in regard to them.

G. LIMITATION ON COUNCILORS' DUTIES:

1. The duties and responsibilities of the Town Council as set forth in these guidelines and as otherwise enumerated under NH State Law, are almost always subject to certain conditions, limitations and exclusions that require further examination to determine the full extent of the Council's authority as it pertains to each specific set of circumstances.
2. The Town Council has no direct authority over the personnel other than the Town Manager, who shall in all matters be subject to the direction and supervision of the Council per RSA 37:3.

H. AMENDMENT PROCEDURE:

An amendment to these By-Laws may be moved at one Council meeting but shall not be voted upon until the next regularly scheduled meeting, not less than seven (7) days later. A copy of any amendment shall then be certified and submitted to the Town Clerk for inclusion in the Town Records.

I. APPOINTMENT TO BOARDS AND COMMISSIONS:

1. The Chair shall request from Councilors their choices of committees, boards, and commissions they wish to serve on as Council Representative. The Chair shall distribute to the Council all choices and set a meeting date as to when the Chair shall make appointments.
2. The term of all appointments of Council Representatives, including the terms of any ex-officio Councilors (voting Councilors) of the Town Council serving on local land use boards (i.e., Planning Board, Conservation Commission, and Historic District Commission) shall be for one (1) year, or until next Town Meeting, whichever is sooner.

J. ANNUAL REVIEWS/ACTIONS:

As a matter of business and protocol the Town Council will execute the following matters on a timely and annual basis.

1. Establish Annual Goals and Rules (March/April)
2. Review Bylaws and amend if needed (March-April)
3. Review committees (March-April)
4. Performance Review of Town Manager (during the budgetary process)
5. Discuss major budgetary impact items (May-August)
6. Provide Town Manager with target percentage tax rate (by July 1)
7. Review/Adopt Capital Improvement Plan (Sept/Oct)
8. Establish Water/Sewer Rate (by Oct 1)
9. Review/Adopt Annual Road Program Plan (Oct)
10. Set Tax rate (by Oct 31)

Amended and approved effective August 9, 1993.

Affirmed - effective March 24, 1997.

Reaffirmed - March 22, 1999

Reaffirmed - April 5, 2000

Amended - May 21, 2001

Reaffirmed - April 1, 2002

Amended/Accepted - April 14, 2003

Reaffirmed - March 29, 2004

Amended/Accepted - March 28, 2005

Reaffirmed - April 3, 2006

Reaffirmed - March 19, 2007

Reaffirmed - March 17, 2008

Not amended nor Reaffirmed in 2009

Amended/Accepted - April 26, 2010

Amended (Added Section C6) - November 29, 2010

Amended/Accepted - April 18, 2011

Reaffirmed - April 2, 2012

Amended/Accepted - April 22, 2013

Amended/Accepted - April 14, 2014

Amended/Accepted - May 4, 2015

Amended/Accepted - May 9, 2016

Reviewed/No Amendments - March 30, 2017

Reviewed/No Amendments - April 2, 2018

Reviewed/No Amendments - April 1, 2019

Reviewed/No Amendments - April 6, 2020

Reviewed/No Amendments - April 5, 2021

Amended/Accepted - June 5, 2023

Reaffirmed/No Amendments - March 18, 2024

Approved as Amended - March 24, 2025