

## CHAPTER 2

### PROCEDURES OF GOVERNING BODY

#### ARTICLE I – MEETINGS

Section 2-1	Regular Meetings
Section 2-2	Special Meetings
Section 2-3	Emergency Meetings
Section 2-4	Continued or Recessed Meetings
Section 2-5	Organizational Meetings
Section 2-6 and 2-7	Reserved

#### ARTICLE II – GENERAL MEETING PROCEDURES

Section 2-8	Agenda
Section 2-9	Order of Business
Section 2-10	Presiding Officer
Section 2-11	Quorum
Section 2-12	Taking Official Action
Section 2-13	Debate
Section 2-14	Voting
Section 2-15	Adoption of Ordinance
Section 2-16	Closed Session
Section 2-17	Public Hearings
Section 2-18	Minutes
Section 2-19 and 2-20	Reserved

#### ARTICLE III – MOTIONS

Section 2-21	Substantive and Procedural Motions
Section 2-22	Motion to Amend
Section 2-23	Motions to Dispose of Issue Without Deciding Merits
Section 2-24	Motions to Revive or Reconsider an Issue
Section 2-25	Reconsideration of Matters Disposed of on the Merits
Section 2-26	Motion to Terminate Debate
Section 2-27	Miscellaneous Motions
Section 2-28 through 2-30	Reserved

#### ARTICLE IV – CODE OF ETHICS AND DISCLOSURE REQUIREMENTS

Section 2-31	Applicability
Section 2-32	Ethical Considerations
Section 2-33	Written Disclosure of Specified Financial Matters
Section 2-34	Other Disclosure Requirements
Section 2-35 through 2-40	Reserved

#### ARTICLE V – MISCELLANEOUS

Section 2-41	Appointments
Section 2-42	Reference to Robert's Rules of Order
APPENDIX A	Gifts, Favors and Special Privileges
APPENDIX B	Code of Ethics for the Town of Carrboro Town Council

**Article I**  
**MEETINGS**

**Section 2-1 Regular Meetings**

The Council shall hold its regular meeting, or meetings, on Tuesdays. Regular Council meetings shall ordinarily be held at the Town Hall beginning at 7:00 p.m., unless the Council determines, in advance, to hold such meetings on a different day, at another time and/or another place.

**Section 2-2 Special Meetings**

(a) A special meeting is any non-emergency meeting of the Council held at any time other than that specified in Section 2-1.

(b) The mayor, or the mayor pro-tempore, or any two members of the Council may at any time call a special meeting by signing a written statement stating the time and place of the meeting and the subjects to be considered. A special meeting may also be called by resolution of the Council.

(c) Unless a special meeting is called by resolution of the Council, notice of the meeting shall be given to Council Members as provided in this subsection. At least forty-eight hours before the meeting:

(1) Written notice shall be delivered personally to each Council Member; or

(2) If notice cannot be personally delivered, notice may be left at the Council Member's usual place of dwelling. In this event, the Town Clerk shall make every reasonable effort to contact the Council Member by telephone.

(d) Special meetings may also be held when all Council Members are present and consent thereto or when those not present have signed a written waiver of notice, provided that the notice to the media required by subsection (e) is given.

(e) The Town Clerk shall give notice of a special meeting to the public and the media, at least forty-eight hours before the meeting, by:

(1) Posting a notice of the time and place of the meeting on the bulletin board located at the entrance of the Town Hall; and

(2) Mailing or delivering notice of the meeting to each of the media who has requested it in accordance with the Opening Meetings Law.

(3) Mailing or delivering notice of meeting to any person who has filed with the Town Clerk a written request for it in accordance with the Open Meetings Law.

(f) As provided in Section 2-3 of the Town Charter, at a special meeting, the Council may consider any subject or take any action that could be considered or taken at a regular meeting, unless some provision of general law specifically requires that a matter be considered or action taken only at a regular meeting.

### **Section 2-3 Emergency Meetings**

(a) An emergency meeting is a meeting of the Council called because of generally unexpected circumstances that require immediate consideration.

(b) The mayor, the mayor pro-tempore, or any two members of the Council may at any time call an emergency meeting by signing a written statement stating the time and place of the meeting and the subjects to be considered. A special meeting may also be called by resolution of the Council.

(c) Notice of the meeting shall be given to Council Members in the same manner as notice of special meetings.

(d) Emergency meetings may also be held when all Council Members are present and consent thereto or when those not present have signed a written waiver of notice, provided that the notice to the media required by subsection (e) is given.

(e) The Town Clerk shall give notice of an emergency meeting to each of the media who has requested it in accordance with the Open Meetings Law. This notice shall be given either by telephone or by the same method used to notify Council Members and shall be given immediately after the notice has been given to those members.

(f) Only business connected with the emergency may be transacted at an emergency meeting.

### **Section 2-4 Continued or Recessed Meetings**

(a) By majority vote the Council may continue or recess any regular, special or emergency meeting to any place and time specified in the motion to continue or recess the meeting.

(b) No further notice need be given of any continued or recessed session of a meeting set in accordance with subsection (a).

### **Section 2-5 Organizational Meetings**

(a) At the first regular meeting in December following a general election in which Council Members or the mayor are elected, the newly elected members and the mayor shall, as the first order of business, take and subscribe the oath of office.

(b) The oath of office shall be that prescribed by Article VI, Section 7 of the North Carolina Constitution, as set forth in Section 3-35 of this Code.

(c) Also at the organizational meeting, the Council shall elect from its members a mayor pro-tempore to serve at the Council's pleasure. The mayor pro-tempore shall exercise any of the powers and duties of the mayor during the mayor's absence or incapacitation, as provided in G.S. 160A-70.

## **Article II**

### **GENERAL MEETING PROCEDURES**

#### **Section 2-8    Agenda**

- (a) Preparation. The Town Manager shall prepare the agenda for meetings of the Council, in consultation with the mayor.
  
- (b) Requests to be placed on agenda. A request to have any item of business placed on the agenda must be received by the Town Manager in sufficient time so that the agenda may be printed and distributed in accordance with subsection (e) of this section, and to this end the Town Manager may establish an appropriate deadline to receive such requests.
  
- (c) Requests to address Council. Any individual or group that wishes to address the Council shall make a request to be on the agenda to the Town Manager. However, except for matters on the agenda for a public hearing, the Council shall determine at the meeting whether the individual or group will be heard by the Council.
  
- (d) Contents. The agenda shall include, for each item of business placed on it, such background information on the subject as the Town Manager deems necessary to inform the Council. Whenever possible, a copy of all proposed ordinances shall be attached to the agenda and distributed simultaneously.
  
- (e) Inspection and distribution. A copy of the agenda and attachments shall be available for public inspection as soon as they are completed. The Town Manager shall mail or deliver a copy of the agenda and attachments to each Council Member in sufficient time to ensure that they are received prior to the meeting. Additional copies of the agenda may be available for the press and interested members of the public.
  
- (f) Additions. The Council may, by majority vote of the Council membership, add an item of business that is not on the agenda. Unless otherwise specified by the Council, additions to the agenda shall be taken up at the conclusion of all other regular business.

#### **Section 2-9    Order of Business**

- (a) Items of business shall be taken up at a meeting in the order that they appear on the agenda, except as provided in subsection (d) of this section.
  
- (b) Items shall be placed on the agenda according to the "Order of Business" established by the Council upon recommendation of the Town Manager.
  
- (c) In establishing the "Order of Business", the Council may authorize broad categories of business to be included as agenda items, such as "members of the public wishing to be heard", or "matters by the Town Manager" or "matters by the attorney".

(d) Items may be considered out of order by consent of all members present or by majority vote upon a motion.

### **Section 2-10 Presiding Officer**

(a) The mayor shall preside at meetings of the Council. A member must be recognized by the mayor in order to address the Council.

(b) As presiding officer the mayor shall have the following powers, in addition to those conferred elsewhere in this chapter.

(1) To rule motions in or out of order, including the right to rule out of order any motion patently offered for obstructive or dilatory purposes;

(2) To determine whether a speaker has gone beyond reasonable standards of courtesy in their remarks and to entertain and rule upon objections from other members on this ground;

(3) To entertain and answer questions of parliamentary procedure, subject to being overruled by a two-thirds vote of the membership of the Council;

(4) To call a brief recess at any time;

(5) To adjourn in the event of an emergency.

### **Section 2-11 Quorum**

A majority of the actual membership of the Council, excluding vacant seats, shall constitute a quorum. A quorum is necessary for the Council to take any official action. A member who has withdrawn from a meeting without being excused by majority vote of the remaining members present shall be counted as present for purposes of determining whether a quorum is present.

### **Section 2-12 Taking Official Action**

(a) The Council shall proceed by motion. A motion, when duly seconded, brings the matter before the Council for its consideration.

(b) A motion may be withdrawn by the introducer at any time prior to a vote.

(c) Subject to Section 2-15 and other provisions of law, official action of the Council shall be by majority vote.

### **Section 2-13 Debate**

Once a motion has been stated and seconded, the mayor shall open the floor to debate upon it. The mayor shall preside over the debate according to the following general principles:

- (1) The member who makes the motion is entitled to speak first;
- (2) A member who has not spoken on the issue shall be recognized before someone who has already spoken;

### **Section 2-14 Voting**

- (a) Once a member is physically present at a Council meeting, any subsequent failure to vote shall be recorded as an affirmative vote unless the member has been excused from voting in accordance with subsections (b) or (c) or has been allowed to withdraw from the meeting in accordance with subsection (d).
- (b) As provided in G.S. 160A-75, a Council Member may be excused from voting on a particular issue by majority vote of the remaining members present if the matter at issue involves that member's own financial interest or official conduct the following matters do not require a Council Member to seek to be excused from a vote thereon:
  - (1) An interest in real property which must be disclosed pursuant to Section 2-33(a), provided the issue before the Council is one of policy that affects the real property disclosed no differently than all other property similarly situated;
  - (2) An interest in a business, firm, or corporation which is negligible from the point of view of the operation of the business, firm, or corporation; or
  - (3) The question of the compensation and allowances of the Council Member for their service to the Town of Carrboro.
- (c) As provided in G.S. 160A-381(d), a Council Member shall not vote on any zoning map or text amendment where the outcome of the matter is reasonably likely to have a direct, substantial, and readily identifiable financial impact on the member. As provided in G.S. 160A-388(e1), a Council Member may not participate in or vote on any quasi-judicial matter in a manner that would violate affected persons' constitutional rights to an impartial decision maker. As provided in G.S. 14-234, a Council Member may not participate in or vote on any contract entered into by the town if such member would derive a direct benefit from the contract.
- (d) A Council Member may be allowed to withdraw from the entire remainder of a meeting by majority vote of the remaining members present for any good and sufficient reason other than the member's desire to avoid voting on matters to be considered at that meeting.
- (e) A roll call vote shall be taken upon the request of any member.

(f) When this chapter specifies that action shall be taken by majority vote or fails to specify the vote required, that shall be interpreted to mean a vote of the majority of those present and not excused from voting. When a two-thirds vote is required, that shall be interpreted to mean a vote of two-thirds of those present and not excused from voting. When a vote of a certain percentage of the Council membership is required, that shall be interpreted to mean the specified percentage of all seats on the Council, excluding vacant seats.

### **Section 2-15 Adoption of Ordinances**

(a) An affirmative vote equal to a majority of the members of the Council not excused from voting on the issue (e.g., assuming no member is excused, four Council Members or three Council Members plus the mayor) shall be required to adopt an ordinance, take any action having the effect of an ordinance, or make, ratify, or authorize any contract on behalf of the town.

(b) Subject to the provisions of Chapter 159 of the General Statutes, and particularly G.S. 159-17, no ordinance or any action having the effect of any ordinance may be finally adopted on the date on which it is introduced except by an affirmative vote equal to or greater than two-thirds of the Council membership unless the Council has first held a public hearing on the ordinance. Therefore, assuming no vacant seats, unless the Council first holds a public hearing on an ordinance, that ordinance may not be adopted on the date it is introduced except by an affirmative vote of five Council Members or four Council Members plus the mayor. For purposes of this section, an ordinance shall be deemed to have been introduced on the date the subject matter is first voted on by the Council.

(c) Franchise ordinances and amendments shall not be finally adopted until passed at two regular meetings of the Council.

### **Section 2-16 Closed Sessions**

The Council may hold closed sessions in accordance with the Open Meetings Law (G.S. 143-318 at seq) and other provisions of law. The Council shall commence a closed session by a majority vote to do so and shall terminate a closed session in the same manner. Minutes shall be kept of closed sessions as provided by law.

### **Section 2-17 Public Hearings**

(a) Public hearings before the Council required by law or ordinance (including, without limitation, the Carrboro Land Use Ordinance) or deemed advisable by the Council, shall be scheduled pursuant to a motion, adopted by a majority vote.

(b) As provided in G.S. 160A-81, the Council may adopt reasonable rules governing the conduct of public hearing, including but not limited to rules (i) fixing the maximum time allotted to each speaker, (ii) providing for the designation of spokespersons for groups of

persons supporting or opposing the same positions, and (iii) providing for the maintenance of order and decorum in the conduct of the hearing.

(c) The Council may continue any public hearing without further advertisement. If a public hearing is set for a given date and a quorum of the Council is not then present, the hearing shall be continued until the next regular Council meeting without further advertisement.

**Section 2-18 Minutes**

As provided in G.S. 143-318.10, full and accurate minutes shall be kept of all meetings of the Council.

**Section 2-19 and 2-20 Reserved**

## **Article III**

### **MOTIONS**

#### **Section 2-21 Substantive and Procedural Motions**

(a) A substantive motion is a motion that seeks to have the Council exercise any of its powers, duties, or responsibilities. A motion to amend a substantive motion is also a substantive motion. A substantive motion, other than to amend, is out of order while another substantive motion is pending.

(b) A procedural motion is a motion that relates either to the manner in which the Council conducts its business in general or the manner in which the Council deals with a particular substantive issue or substantive motion that is before it.

(c) Unless otherwise specifically provided, all motions authorized by this article may be amended and debated.

#### **Section 2-22 Motion to Amend**

(a) An amendment to a motion must be germane to the subject matter of the motion, but it may achieve the opposite effect of the motion.

(b) There may be an amendment to the motion, and an amendment to an amendment, but no further amendments.

(c) Any amendment to a proposed ordinance shall be reduced to writing upon the call of any member.

#### **Section 2-23 Motions to Dispose of Issue without Deciding Merits**

(a) Motion to defer consideration until a date certain. This motion requires that a date be set when without further action from the Council a matter will again be placed on the agenda.

(b) Motion to defer consideration indefinitely. Adoption of this motion removes the issue from the Council's consideration until such time as a motion to revive consideration is adopted (see Section 2-24(a)) or a new motion dealing with the same issue is introduced and seconded (see Section 2-25(a)).

(c) Motion to refer to a committee or advisory board. Unless this motion includes an instruction to report the matter back by a date certain, or unless a motion is adopted under Section 2-24(b), a matter referred to a committee or advisory board remains there until returned to the Council by the committee or advisory board.

### **Section 2-24 Motions to Revive or Reconsider an Issue**

(a) Motion to revive consideration of an issue. Adoption of this motion brings an issue back before the Council for its consideration, regardless of whether the issue had been deferred indefinitely or to a date certain.

(b) Motion to recall an issue from a committee or advisory board. Adoption of this motion may bring a matter immediately before the Council, or the motion may direct a committee or advisory board to report an issue back to the Council by a date certain.

(c) Motion to reconsider a vote. This motion may be made only at the meeting at which the vote in question was taken and only by a member who voted with the prevailing side. If adopted, the effect is to negate the earlier vote and then bring the matter back before the Council as if the earlier vote had never taken place.

### **Section 2-25 Reconsideration of Matters Disposed of on the Merits**

(a) Renewal of motions. A motion that is defeated may be renewed at any subsequent meeting unless a motion has been adopted in accordance with subsection (b) of this section.

(b) Motion to prevent reconsideration for six months. This motion is in order immediately following the defeat of a substantive motion and at no other time. It requires a two-thirds vote for adoption. A matter concerning which this motion has been adopted may be brought before the Council prior to the expiration of six months pursuant to a vote to suspend the rules. This motion does not bind a new Council.

### **Section 2-26 Motion to Terminate Debate**

A motion to call the previous question is a motion to cut off debate on a matter under consideration and put the matter to a vote. This motion shall be in order at any time, but unless each Council Member present has spoken at least once on the issue or indicates that they do not wish to speak on the issue, the motion requires a two-thirds vote for adoption. This motion is not debatable and may not be amended.

### **Section 2-27 Miscellaneous Motions**

(a) In addition to those authorized by this article, the following motions shall be in order;

(1) Divide a complex question and consider it by paragraph.

(2) Suspend the rules. This motion shall require a two-thirds vote for adoption.

(3) Take a recess.

(4) Adjourn. This motion may not be amended.

(b) The provisions of this chapter shall not be interpreted to prohibit the making or adoption of motions not specifically enumerated or to prohibit the Council from acting by consensus.

**Section 2-28 and 2-30 Reserved**

## Article IV

### CODE OF ETHICS AND DISCLOSURE REQUIREMENTS

#### **Section 2-31 Applicability**

The requirements and obligations imposed under this article are applicable to the mayor and every other member of the Town Council (referred to collectively herein as the “Council” or “Council Members.”

#### **Section 2-32 Ethical Considerations**

(a) It is the obligation of every Council Member to support the Constitution of the United States and Constitution of the State of North Carolina. Pursuant to these constitutions, no Council Member shall deprive any person of life, liberty or property without due process of law nor deny to any person the equal protection of the laws.

(b) Council Members should seek to ensure that every citizen receives a fair and impartial hearing on any matter coming before the Council.

(c) The conduct of public business shall be free of any influence arising from gifts, favors or special privileges. Campaign contributions are not considered to be gifts, favors or special privileges. It is the obligation of every Council Member to refuse personal gifts, favors or special privileges in every instance where it reasonably would appear to an objective observer that such gift, favor or special privilege was designed to or would likely have a tendency to influence the official actions of such Council Member. Council Members should also be mindful of and avoid violations of the following statutes, which are set forth as Appendix A to this chapter:

(1) G.S. 14-234, which prohibits Council Members from benefitting from contracts with the town, except in very limited circumstances;

(2) G.S. 133-32, which prohibits Council Members from accepting most gifts or favors from contractors, subcontractors, or suppliers who have a contract with the town, have had such a contract within the prior year, or anticipate bidding on a future contract;

(d) No Council Member may use confidential or advance information obtained by virtue of the Council Member’s office for personal or financial advantage, nor disclose such information to a third party for the financial or personal benefit of such third party.

(e) It is the obligation of every Council Member to carry out the lawful orders and policies of the Town Council. No Council Member may knowingly take any action inconsistent with the lawful orders or policies established by the Town Council.

(f) Attached to this chapter as Appendix B is a “Code of Ethics” adopted by resolution of the Council in compliance with G.S. 160A-86.

### **Section 2-33 Written Disclosure of Specified Financial Matters**

(a) Every Council Member shall disclose any legal, equitable, beneficial or contractual interest they or their spouse or domestic partner may have in any real property located within Orange County. The interest in real property which must be disclosed includes any interest in real property which any Council Member or their spouse or domestic partner holds title to, individually or jointly, any interest in real property held in trust as well as any pecuniary interest they may have in any business, firm, or corporation of whatever nature, which holds title to or has any ownership interest in any real property within Orange County. Such disclosure shall contain the general location of the real property, but not include its value.

(b) Every Council Member shall disclose any legal, equitable, beneficial, or contractual interest they or their spouse or domestic partner may have in any business, firm, or corporation, of whatever nature, which is doing business with the Town pursuant to contracts which have been awarded by the Council.

(c) Every Council Member shall disclose any legal, equitable, beneficial or contractual interest they or their spouse or domestic partner may have in any business, firm, or corporation, of whatever nature, which is attempting to secure the award of a bid from the Town or the approval of any board of the Town. This includes an ownership or equity interest as well as an employment relationship.

(d) The disclosures required in subsections 2-33(a), (b), and (c) shall be in writing and filed with the Town Clerk.

(e) The written disclosures required in subsections 2-33(a), (b) and (c) shall be made within whichever of the following time periods are applicable:

(1) The later of 30 days after the effective date of this article or 30 days after the elected official has assumed office; or

(2) The earlier of 30 days after the acquisition of any legal, equitable, beneficial or contractual interest in any property or business, firm, or corporation required to be disclosed in subsections 2-33(a), (b) and (c) or prior to the award by the Council of a contract with or a permit or other approval to a business, firm, or corporation required to be disclosed in subsections 2-33(c) and 2-33(c). 2-15

(f) For purposes of this section, the term "domestic partner" refers to a person with whom an elected official has entered into a domestic partnership and filed a "statement of domestic partnership" in accordance with Section 3-2.1 of the Carrboro Town Code.

### **Section 2-34 Other Disclosure Requirements**

Every Council Member shall make full and timely disclosure at the time of discussion and prior to a vote of any personal or financial interest which they have in any matter of public business to be transacted.

**Section 2-35 through 2-40 Reserved**

## **Article V**

### **MISCELLANEOUS**

#### **Section 2-41 Appointments**

Unless the Council agrees by majority vote or consensus to follow another procedure, the Council shall use the following procedure to appoint individuals to various subordinate boards and offices:

- (1) The mayor shall open the floor to nominations, whereupon the names of possible appointees shall be put forward by the members and debated. Upon the conclusion of the debate, the mayor shall propose each name in alphabetical order, and the members shall cast their votes.
- (2) If only one appointee is to be selected, the voting shall continue until one nominee receives a majority of the votes cast, where-upon they shall be appointed.
- (3) If more than one appointee is to be selected, then each member shall have as many votes as there are slots to be filled. A member must cast all of their votes, and cast them for different nominees. The nominees receiving the highest number of votes shall be appointed.

#### **Section 2-42 Reference to Robert's Rules of Order**

Robert's Rules of Order shall govern all procedural matters not addressed by the provisions of this chapter, unless the Council agrees by majority vote or consensus to follow an alternative procedure. No action taken by the Council shall be invalidated by a failure to abide by Robert's Rules of Order.

## APPENDIX A

### GIFTS & FAVORS

#### § 133-32. Gifts and favors regulated.

- (a) It shall be unlawful for any contractor, subcontractor, or supplier who:
- (1) Has a contract with a governmental agency; or
  - (2) Has performed under such a contract within the past year; or
  - (3) Anticipates bidding on such a contract in the future

to make gifts or to give favors to any officer or employee of a governmental agency who is charged

with the duty of:

- (1) Preparing plans, specifications, or estimates for public contract; or
- (2) Awarding or administering public contracts; or
- (3) Inspecting or supervising construction.

It shall also be unlawful for any officer or employee of a governmental agency who is charged with

the duty of:

- (1) Preparing plans, specifications, or estimates for public contracts; or
- (2) Awarding or administering public contracts; or
- (3) Inspecting or supervising construction

willfully to receive or accept any such gift or favor.

(b) A violation of subsection (a) shall be a Class 1 misdemeanor.

(c) Gifts or favors made unlawful by this section shall not be allowed as a deduction for North Carolina tax purposes by any contractor, subcontractor or supplier or officers or employees thereof.

(d) This section is not intended to prevent a gift a public servant would be permitted to accept under G.S. 138A-32, or the gift and receipt of honorariums for participating in meetings, advertising items or souvenirs of nominal value, or meals furnished at banquets. This section is not intended to prevent any contractor, subcontractor, or supplier from making donations to professional organizations to defray meeting expenses where governmental employees are members of such professional organizations, nor is it intended to prevent governmental employees who are members of professional organizations from participation in all scheduled meeting functions available to all members of the professional organization attending the meeting. This section is also not intended to prohibit customary gifts or favors between employees or officers and their friends and relatives or the friends and relatives of their spouses, minor children, or members of their household where it is clear that it is that relationship rather than the business of the individual concerned which is the motivating factor for the gift or favor. However, all such gifts knowingly made or received are required to be reported by the donee to the agency head if the gifts are made by a contractor, subcontractor, or supplier doing business directly or indirectly with the governmental agency employing the recipient of such a gift. (1981, c. 764, s. 1; 1987, c. 399, s. 1; 1993, c. 539, s. 970; 1994, Ex. Sess., c. 24, s. 14(c); 2007-348, s. 18.)

#### § 14-234. Public officers or employees benefiting from public contracts; exceptions.

- (a)
  - (1) No public officer or employee who is involved in making or administering a contract on behalf of a public agency may derive a direct benefit from the contract except as provided in this section, or as otherwise allowed by law.
  - (2) A public officer or employee who will derive a direct benefit from a contract with the public agency he or she serves, but who is not involved in making or administering the contract, shall not attempt to influence any other person who is involved in making or administering the contract.
  - (3) No public officer or employee may solicit or receive any gift, favor, reward, service, or promise of reward, including a promise of future employment, in exchange for recommending, influencing, or attempting to influence the award of a contract by the public agency he or she serves.
- (a1) For purposes of this section:
  - (1) As used in this section, the term "public officer" means an individual who is elected or appointed to serve or represent a public agency, other than an employee or independent contractor of a public agency.
  - (2) A public officer or employee is involved in administering a contract if he or she oversees the performance of the contract or has authority to make decisions regarding the contract or to interpret the contract.
  - (3) A public officer or employee is involved in making a contract if he or she participates in the development of specifications or terms or in the preparation or award of the contract. A public officer is also involved in making a contract if the board, commission, or other body of which he or she is a member takes action on the contract, whether or not the public officer actually participates in that action, unless the contract is approved under an exception to this section under which the public officer is allowed to benefit and is prohibited from voting.
  - (4) A public officer or employee derives a direct benefit from a contract if the person or his or her spouse: (i) has more than a ten percent (10%) ownership or other interest in an entity that is a party to the contract; (ii) derives any income or commission directly from the contract; or (iii) acquires property under the contract.
  - (5) A public officer or employee is not involved in making or administering a contract solely because of the performance of ministerial duties related to the contract.
- (b) Subdivision (a)(1) of this section does not apply to any of the following:
  - (1) Any contract between a public agency and a bank, banking institution, savings and loan association, or with a public utility regulated under the provisions of Chapter 62 of the General Statutes.
  - (2) An interest in property conveyed by an officer or employee of a public agency under a judgment, including a consent judgment, entered by a superior court judge in a condemnation proceeding initiated by the public agency.
  - (3) Any employment relationship between a public agency and the spouse of a public officer of the agency.
  - (3a) Any employment relationship between a local board of education and the spouse of the superintendent of that local school administrative unit, if that employment relationship has been approved by that board in an open session

meeting pursuant to the board's policy adopted as provided in G.S. 115C-47(17a).

- (4) Remuneration from a public agency for services, facilities, or supplies furnished directly to needy individuals by a public officer or employee of the agency under any program of direct public assistance being rendered under the laws of this State or the United States to needy persons administered in whole or in part by the agency if: (i) the programs of public assistance to needy persons are open to general participation on a nondiscriminatory basis to the practitioners of any given profession, professions or occupation; (ii) neither the agency nor any of its employees or agents, have control over who, among licensed or qualified providers, shall be selected by the beneficiaries of the assistance; (iii) the remuneration for the services, facilities or supplies are in the same amount as would be paid to any other provider; and (iv) although the public officer or employee may participate in making determinations of eligibility of needy persons to receive the assistance, he or she takes no part in approving his or her own bill or claim for remuneration.

(b1) No public officer who will derive a direct benefit from a contract entered into under subsection (b) of this section may deliberate or vote on the contract or attempt to influence any other person who is involved in making or administering the contract.

(c) through (d) Repealed by Session Laws 2001-409, s. 1, effective July 1, 2002.

(d1) Subdivision (a)(1) of this section does not apply to (i) any elected official or person appointed to fill an elective office of a village, town, or city having a population of no more than 20,000 according to the most recent official federal census, (ii) any elected official or person appointed to fill an elective office of a county within which there is located no village, town, or city with a population of more than 20,000 according to the most recent official federal census, (iii) any elected official or person appointed to fill an elective office on a city board of education in a city having a population of no more than 20,000 according to the most recent official federal census, (iv) any elected official or person appointed to fill an elective office as a member of a county board of education in a county within which there is located no village, town or city with a population of more than 20,000 according to the most recent official federal census, (v) any physician, pharmacist, dentist, optometrist, veterinarian, or nurse appointed to a county social services board, local health board, or area mental health, developmental disabilities, and substance abuse board serving one or more counties within which there is located no village, town, or city with a population of more than 20,000 according to the most recent official federal census, and (vi) any member of the board of directors of a public hospital if all of the following apply:

- (1) The undertaking or contract or series of undertakings or contracts between the village, town, city, county, county social services board, county or city board of education, local health board or area mental health, developmental disabilities, and substance abuse board, or public hospital and one of its officials is approved by specific resolution of the governing body adopted in an open and public meeting, and recorded in its minutes and the amount does not exceed twenty thousand dollars (\$20,000) for medically related services and sixty thousand dollars (\$60,000) for other goods or services within a 12-month period.

- (2) The official entering into the contract with the unit or agency does not participate in any way or vote.
- (3) The total annual amount of contracts with each official, shall be specifically noted in the audited annual financial statement of the village, town, city, or county.
- (4) The governing board of any village, town, city, county, county social services board, county or city board of education, local health board, area mental health, developmental disabilities, and substance abuse board, or public hospital which contracts with any of the officials of their governmental unit shall post in a conspicuous place in its village, town, or city hall, or courthouse, as the case may be, a list of all such officials with whom such contracts have been made, briefly describing the subject matter of the undertakings or contracts and showing their total amounts; this list shall cover the preceding 12 months and shall be brought up-to-date at least quarterly.

(d2) Subsection (d1) of this section does not apply to contracts that are subject to Article 8 of Chapter 143 of the General Statutes, Public Building Contracts.

(d3) Subsection (a) of this section does not apply to an application for or the receipt of a grant under an exempted public program by a member of the Soil and Water Conservation Commission if the requirements of G.S. 139-4(e) are met, and does not apply to a district supervisor of a soil and water conservation district if the requirements of G.S. 139-8(b) are met. For purposes of this subsection, an exempted public program is any of the following:

- (1) The Agriculture Cost Share Program for Nonpoint Source Pollution Control created pursuant to Article 72 of Chapter 106 of the General Statutes.
- (2) The Community Conservation Assistance Program created pursuant to Article 73 of Chapter 106 of the General Statutes.
- (3) The Agricultural Water Resources Assistance Program created pursuant to Article 5 of Chapter 139 of the General Statutes.
- (4) The Streamflow Rehabilitation Assistance Program created pursuant to Article 6 of Chapter 139 of the General Statutes.

(d4) Subsection (a) of this section does not apply to an application for, or the receipt of a grant or other financial assistance from, the Tobacco Trust Fund created under Article 75 of Chapter 143 of the General Statutes by a member of the Tobacco Trust Fund Commission or an entity in which a member of the Commission has an interest provided that the requirements of G.S. 143-717(h) are met.

(d5) This section does not apply to a public hospital subject to G.S. 131E-14.2 or a public hospital authority subject to G.S. 131E-21.

(d6) Repealed by Session Laws 2016-126, 4th Ex. Sess., s. 13, effective January 1, 2017.

(e) Anyone violating this section shall be guilty of a Class 1 misdemeanor.

(f) A contract entered into in violation of this section is void. A contract that is void under this section may continue in effect until an alternative can be arranged when: (i) immediate termination would result in harm to the public health or welfare, and (ii) the continuation is approved as provided in this subsection. A public agency that is a party to the contract may request approval to continue contracts under this subsection as follows:

- (1) Local governments, as defined in G.S. 159-7(15), public authorities, as defined in G.S. 159-7(10), local school administrative units, and community

colleges may request approval from the chair of the Local Government Commission.

- (2) All other public agencies may request approval from the State Director of the Budget.

Approval of continuation of contracts under this subsection shall be given for the minimum period necessary to protect the public health or welfare. (1825, c. 1269, P.R; 1826, c. 29; R.C., c. 34, s. 38; Code, s. 1011; Rev., s. 3572; C.S., s. 4388; 1929, c. 19, s. 1; 1969, c. 1027; 1975, c. 409; 1977, cc. 240, 761; 1979, c. 720; 1981, c. 103, ss. 1, 2, 5; 1983, c. 544, ss. 1, 2; 1985, c. 190; 1987, c. 570; 1989, c. 231; 1991 (Reg. Sess., 1992), c. 1030, s. 5; 1993, c. 539, s. 145; 1994, Ex. Sess., c. 24, s. 14(c); 1995, c. 519, s. 4; 2000-147, s. 6; 2001-409, s. 1; 2001-487, ss. 44(a), 44(b), 45; 2002-159, s. 28; 2006-78, s. 2; 2009-2, s. 2; 2009-226, s. 1; 2010-169, s. 2(a); 2011-145, ss. 13.22A(dd), 13.23(b); 2016-126, 4th Ex. Sess., s. 13; 2018-26, s. 1; 2021-117, s. 1(a); 2021-180, s. 5.9(l).)

**APPENDIX B**  
**CODE OF ETHICS FOR THE TOWN OF CARRBORO TOWN COUNCIL**

**Section 1 Purpose**

The purpose of this Code of Ethics is to establish guidelines for ethical standards of conduct for the Town Council (the “Council”) and to help determine what conduct is appropriate in particular cases. It should not be considered a substitute for the law or for a Council Member’s best judgment.

**Section 2 General Principles Underlying the Code of Ethics**

(A) The stability and proper operation of democratic representative government depend upon public confidence in the integrity of the government and upon responsible exercise of the trust conferred by the people upon their elected officials.

(B) Governmental decisions and policy must be made and implemented through proper channels and processes of the governmental structure.

(C) Council Members must be able to act in a manner that maintains their integrity and independence, yet is responsive to the interests and needs of those they represent.

(D) Council Members must always remain aware that at various times they play different roles:

(1) As advocates, who strive to advance the legitimate needs of their citizens;

(2) As legislators, who balance the public interest and private rights in considering and enacting decisions, ordinances, and resolutions; and

(3) As decision-makers, who arrive at fair and impartial quasi-judicial and administrative determinations.

(A) Council Members must know how to distinguish among these roles, to determine when each role is appropriate, and to act accordingly.

(B) Council Members must be aware of their obligation to conform their behavior to standards of ethical conduct that warrant the trust of their constituents. Each official must find within their own conscience the touchstone by which to determine what conduct is appropriate.

### **Section 3     Obey the Law**

Council Members should obey all laws applicable to their official actions as members of the Council. Council Members should be guided by the spirit as well as the letter of the law in whatever they do.

### **Section 4     Act with Civility**

Council Members should feel free to assert policy positions and opinions without fear of reprisal from fellow Council Members or citizens. To declare that a Council Member is behaving unethically because one disagrees with that Council Member on a question of policy (and not because of the Council Member's behavior) is unfair, dishonest, irresponsible, and itself unethical.

### **Section 5     Maintain Integrity and Independence**

Council Members should act with integrity and independence from improper influence as they exercise the duties of their office. Characteristics and behaviors consistent with this standard include the following:

- (A) Adhering firmly to a code of sound values;
- (B) Behaving consistently and with respect toward everyone with whom they interact;
- (C) Exhibiting trustworthiness;
- (D) Living as if they are on duty as elected officials regardless of where they are or what they doing;
- (E) Using their best independent judgment to pursue the common good as they see it, presenting their opinions to all in a reasonable, forthright, consistent manner;
- (F) Remaining incorruptible, self-governing, and unaffected by improper influence while at the same time being able to consider the opinions and ideas of others;
- (G) In a quasi-judicial matter, disclosing contacts and information about issues that they receive outside of public meetings to the extent required by law;
- (H) In a quasi-judicial matter, refraining from seeking or receiving information about the matter outside of the quasi-judicial proceeding itself to the extent required by law;
- (I) Treating other Council Members and the public with respect and honoring the opinions of others even when the Council Members disagree with those opinions;

(J) Not reaching conclusions on issues until all sides have been heard;

(K) Showing respect for their office and not behaving in ways that reflect badly on those in office;

(L) Recognizing that they are part of a larger group and acting accordingly; and

(M) Recognizing that individual Council Members are not generally allowed to act on behalf of the Council but may only do so if the Council specifically authorizes it, and that the Council must take official action as a body.

## **Section 6      Avoid Impropriety**

(A) Council Members should avoid impropriety in the exercise of their official duties. Their official actions should be above reproach. Although opinions may vary about what behavior is inappropriate, this Council will consider impropriety in terms of whether a reasonable person who is aware of all of the relevant facts and circumstances surrounding the Council Member's action would conclude that the action was inappropriate.

(B) If a Council Member believes that their actions, while legal and ethical, may be misunderstood, the member should seek the advice of the Council's attorney and should consider publicly disclosing the facts of the situation and the steps taken to resolve it (such as consulting with the attorney).

## **Section 7      Faithfully Perform the Duties of Office**

Council Members should faithfully perform the duties of their office. They should act as especially responsible citizens whom others can trust and respect. They should set a good example for others in the community, keeping in mind that trust and respect must continually be earned. Council Members should faithfully attend and prepare for meetings. They should carefully analyze all credible information properly submitted to them, and in quasi-judicial matters they should be mindful of the need not to engage in communications outside of meetings. They should demand full accountability from those over whom the Council has authority. Council Members should be willing to bear their fair share of the Council's workload. To the extent appropriate, they should be willing to put the Council's interests ahead of their own.

## **Section 8      Conduct the Business of Government in an Open and Public Manner**

Council Members should conduct the affairs of the Council in an open and public manner. They should comply with all applicable laws governing open meetings and public records, recognizing that doing so is an important way to be worthy of the public's trust. They should remember when they meet that they are conducting the public's business. They should also remember that local government records belong to the public and not to Council Members or their employees. In order to ensure strict compliance with the laws concerning openness, Council Members should make clear that an environment of transparency and candor is to be maintained at all times in the governmental unit. They should prohibit unjustified delay in fulfilling public records requests.

They should take deliberate steps to make certain that any closed sessions held by the Council are lawfully conducted and that such sessions do not stray from the purposes for which they are called.