

Bylaws of the Equity Advisory Committee

I. Purpose and Name

On October 14, 2015, the Metropolitan Council (the “Council”), established the Equity Advisory Committee (the “Committee”). The Committee shall advise the Council regarding the development of policy and appropriate processes for assessing and monitoring the Council’s performance against such policies in the Council’s efforts to advance equity in the region¹. As requested by the Council the Committee shall provide advice regarding various policy issues, and the Committee may also identify additional policy topics for the Council’s consideration to address.

II. Membership

A. Appointment. The Committee members are appointed by the Council in accordance with Council Bylaws and policies. The Committee shall be composed of 21 voting members:

1. Four Council members, one each from the Council’s Community Development, Environment, Transportation, and Management committees.
2. Eight geographic members, one each from the following Districts:
 - District A (Council Districts 1 and 2)
 - District B (Council Districts 3 and 4)
 - District C (Council Districts 5 and 6)
 - District D (Council Districts 7 and 8)
 - District E (Council Districts 9 and 10)
 - District F (Council Districts 11 and 12)
 - District G (Council Districts 13 and 14)
 - District H (Council Districts 15 and 16)
3. Nine at-large members, each of whom must be a resident of the seven-county metropolitan area as defined in Minnesota Statutes, section 473.121.

Of the geographic and at-large members, the following groups should have at least one representative: African Americans, Asian Americans, Native Americans, Latinos, immigrants and new Americans, low-wealth residents, and people with disabilities.

Committee members serve at the pleasure of the Council and may be removed by the Council at any time.

¹ The Council adopted the following equity “outcome” that will help define a shared regional vision:

Equity connects all residents to opportunity and creates viable housing, transportation, and recreation options for people of all races, ethnicities, incomes, and abilities so that all communities share the opportunities and challenges of growth and change. For our region to reach its full economic potential, all of our residents must be able to access opportunity. Our region is stronger when all people live in communities that provide them access to opportunities for success, prosperity, and quality of life.

Promoting equity means:

Using our influence and investments to build a more equitable region.

Creating real choices in where we live, how we travel, and where we recreate for all residents, across race, ethnicity, economic means, and ability.

Investing in a mix of housing affordability along the region’s transit corridors.

Engaging a full cross-section of the community in decision-making.

Metropolitan Council, *Thrive MSP 2040* p. 38 (adopted May 2014)

B. Staggered Terms. For the inaugural round of Committee appointments, Council members and at-large members will be appointed for terms ending December 31, 2018 and the geographic members will be appointed for terms ending December 31, 2020. Thereafter the term of each Committee member will be four years, except that each member will continue to serve until a successor is appointed by the Council.

C. Co-Chairs. The Council Chair will recommend to the Council for its approval two Committee Co-Chairs. One of the Co-Chairs will be a Council member serving on the Committee and one Co-Chair will be a geographic member or an at-large member serving on the Committee. The term of each Co-Chair is one year, after which they may be reappointed for an additional one-year term. The Co-Chairs shall preside at all meetings of the Committee and shall have such duties and responsibilities as are normally attendant upon such an office including, but not limited to:

1. Providing leadership and presiding over Committee meetings; and
2. Serving as a Committee liaison to the Council.

If both Co-Chairs are unavailable to preside at a Committee meeting, one of the Co-Chairs may appoint a Committee member to preside at that Committee meeting.

D. Committee Vacancies. A Committee Member may resign at any time by giving written notice of their resignation to the EAC staff or one of the Co-Chairs. The resignation is effective when received by the EAC unless a later date has been specified in the notice. In the event of the death, removal or resignation of a Committee Member a successor to fill the unexpired term shall be selected by the non-Metropolitan Council member Co-Chair, with the advice of the Council Member Co-Chair. Committee members shall communicate their intentions to resign to the Committee Co-Chairs in writing. When a vacancy occurs, the Committee Co-Chairs shall immediately notify the Council Chair and the Council shall, in a timely manner, appoint a new Committee member to fill the vacated position for the unexpired term.

E. Attendance. Regular attendance by Committee members is necessary to ensure the efficient working of the Committee.

Committee members are automatically removed from the Committee if they miss three consecutive regular Committee meetings unless such absences are excused. After a Committee member misses two consecutive regular meetings and such absences are unexcused, the Co-Chairs of the Committee prior to the third regular meeting must notify the member in writing that the member will be automatically removed if the Committee member misses the next regular meeting and such absence is unexcused. An absence shall be deemed excused if:

1. The absence was due to injury, illness, family or work-related emergency; or
2. The Committee member notified the Council staff person responsible for administration of the Committee of the reason for the absence, if possible, prior to the Committee meeting but not later than one calendar day after the meeting.

Committee members are automatically removed from the Committee if they have more than a total of five excused or unexcused absences in a 12-month period. After a committee member misses five meetings in a 12-month period, the Co-Chairs of the committee prior to the sixth

regular meeting must notify the member in writing that the member will be automatically removed if the committee member misses the next meeting.

Removed committee members may appeal to the Co-chairs within three working days of notice of the removal. Appeal meetings may take place at another time prior to the next regular meeting. The Co-Chairs may reinstate the removed member, upon hearing the appeal. Reinstatement will be decided prior to the next regular meeting. The reinstated member will continue the length of their term. If the reinstated member is absent for a sixth time in the same calendar year, the removal is considered final, and without further appeal.

Committee members shall personally participate in Committee meetings. Discussion and voting by electronic or other remote means is not permitted.

E.F. Responsibilities. Each Committee member is responsible for:

1. Attending a majority of Committee meetings during each 12-month period.
2. Serving as liaisons and ambassadors to advance the broader interests of the local communities or interests they represent.
3. Serving as a conduit for information by routinely reporting back to their communities or organizations on the activities and discussions of the Committee and bringing information or ideas from their communities to the Committee.
4. Actively participating in Committee discussions by sharing ideas and expertise.
5. Providing feedback on the policy issues identified by the Council or the Committee.

III. Committee Meetings

- A. Regular Meetings.** Regular meetings of the Committee shall be held at least quarterly at locations, dates and times determined by the Committee. Members of the public must be notified of all Committee meetings.
- B. Special Meetings.** Special meetings of the Committee may be called by a majority of the members. Notices of special meetings shall include the date, time, place and agenda and must be sent to Committee members at least three (3) calendar days prior to the special meeting. The Committee must give at least a three-day public notice of its special meetings. Business at special meetings must be limited to the subjects listed in the noticed agenda.
- C. Quorum.** A majority of the entire Committee membership shall constitute a quorum for the conduct of Committee business, except that a quorum shall not be necessary for conducting public hearings upon request by the Council. If a quorum exists at any time during the meeting, a quorum is presumed to exist for the remainder of the meeting.
- D. Public Participation.** All Committee meetings shall be open to the public and shall be held at locations and facilities that are accessible to the general public.
- E. Conflict of Interest.** No Committee member shall participate or vote in a deliberation relating to issues or proposals before the Committee in which the Committee member has a conflict of interest. A conflict of interests exists where the Committee member:

1. Has a material, financial interest in the issue or proposal, unless the effect of the issue or proposal on the Committee member is no greater than other members of the Committee member's business classification, profession or occupation; or
2. Is a director, trustee, officer, employee or agent of an organization or institution directly involved in the issue or proposal to a greater extent than similar organizations or institutions; or
3. Is related by blood or marriage to an individual directly affected by the issue or proposal.

Prior to the commencement of deliberation, a Committee member who has a conflict of interest shall disclose that they have a conflict of interest to the Committee Co-Chairs. Committee members with a conflict of interest must refrain from participating in any discussions or votes on the issue or proposal.

F. Conduct of Business.

1. **Robert's Rules of Order.** Voting on any matter shall be conducted in accordance with the current edition of *Robert's Rules of Order Newly Revised*. The Committee shall also operate in accordance with Council and Committee bylaws and all other applicable Council policies and procedures. If there is a conflict between the Council's Bylaws and the Committee's bylaws, the Council's Bylaws shall prevail.
2. **Voting, motions, recording.** Voting on any matter shall be by voice vote, provided a roll call vote shall be called and recorded on any issue if requested by one or more members. Upon request of any member, the Recording Secretary shall repeat the motion and the name of the mover and seconder immediately preceding a vote by the Committee. The vote of each Committee member shall be recorded in the Committee minutes for motions involving the proposed adoption. There shall be no voting by proxy and each member shall be entitled to only one vote on any issue.
3. **Minutes.** Minutes shall be kept of all Committee meetings. All minutes shall be submitted to the Committee for approval.

IV. Special Subcommittees

The Committee Co-Chairs may appoint or dissolve special subcommittees of the Committee, subject to Committee approval. Except as otherwise provided in these bylaws, procedures governing notification of meeting time and place, order of business, and conduct of business at special subcommittee meetings shall be the same as those for meetings of the Committee.

In addition to special subcommittees, the Committee shall have a standing subcommittee with the purpose of determining the agendas of Committee meetings, in consultation with the Co-Chairs.

V. Work Plan

The Committee will prepare an annual work plan which its Co-Chairs will present to the Council. The work plans will focus on the commitments made in the Council's *Thrive MSP 2040* document, including implementation of a Council-wide Public Engagement Plan.

VI. Staff

The Council shall assign staff to assist the Committee in carrying out its duties and responsibilities, including a Recording Secretary responsible for keeping a record of the proceedings of the Committee.

VII. Member Expenses

Committee members shall serve without compensation but may be reimbursed for reasonable expenses in accordance with adopted Council policy.

VIII. Amendment

These bylaws may be amended by a two-thirds vote of the Committee members present at any regular meeting of the Committee, provided that written notice setting forth in detail the contents of the proposed amendments has been given to the Committee members at least ten calendar days prior to the meeting.

IX. Approval by Metropolitan Council

Upon adoption by the Committee, these bylaws and any amendments shall be submitted to the Council for its review and approval.

Approved by the Metropolitan Council: February 22, 2017