

# Bylaws of the Equity Advisory Committee

## ARTICLE I - ORGANIZATION AND DUTIES

- A. Establishment and Name.** The Metropolitan Council (the “Council”), established the Equity Advisory Committee (the “EAC” or “Committee”) under Minnesota Statutes, section 473.127.<sup>1</sup>
- B. Committee Purpose and Charge.** The Committee shall provide advice to the Council on policy, projects, and programs from an equity perspective.<sup>2</sup> The EAC is a community centered Committee. The Committee is comprised of members with various backgrounds and experiences to enhance feedback and to incorporate diverse perspectives. Advice provided is through a lived or professional lens and is to add additional value to the work developed or being developed by Council staff for a more inclusive and equitable outcome in the region.

As and when requested by the Council and under the direction of the Committee Co-Chairs, the Committee will provide assistance to the Council. The Committee’s assistance may include:

1. Providing advice and recommendations to the Council regarding equity in the development of policy and planning, and
2. Providing advice and recommendations to the Council on the processes for assessing and monitoring the Council’s performance against such policies in the Council’s efforts to advance equity in the region, and
3. Identifying equitable development strategies and community engagement to recommend for the Council’s consideration on programs and projects.

- C. Workplan.** The Committee will prepare an annual workplan and end of the year summary which its Co-Chairs or designees will present to the Council. The workplans will focus on the Committee purpose in Article I.

## ARTICLE II - MEMBERSHIP

- A. Appointment.** The Council Chair will recommend to the Council for its approval the Committee members to be appointed to the Committee. 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)

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<sup>1</sup> October 14, 2015

<sup>2</sup> Council commitments, equity process, and equity outcomes are contained within, but not limited to, the Council’s Equity Policy, Council’s Strategic Plan, Regional Development Guide, and Public Engagement Plan.

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, to ensure diversity of perspective the Council will strive to have at least one representative from the following groups: African American, Asian American, American Indian, Latino, immigrant, people who experience socio-economic and wealth disparities, and people with disabilities.

**B. Four-Year Staggered Terms.** Committee members will serve four-year staggered terms.<sup>3</sup> Committee members may be eligible for reappointment for one additional four-year term up to a total of eight years. Notwithstanding the expiration of a Committee member's term, the member will continue to serve until a successor is appointed by the Council. Committee members serve at the pleasure of the Council and may be removed by the Council at any time.

**C. Officers.** The Officers of the Committee are two Co-Chairs and the Recording Secretary.

1. **Co-Chairs.** The Council Chair will recommend to the Council for its approval the appointment of two Committee Co-Chairs to the Committee. 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 two years. After which each of the Co-Chairs may be eligible to serve as the Co-Chair for one additional consecutive two-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:

- a. Providing leadership and presiding over Committee meetings; and
- b. 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.

2. **Recording Secretary.** The Recording Secretary shall be a designated Council employee. The Recording Secretary shall not vote on any matters before the Committee. The Recording Secretary shall keep a record of all Committee proceedings.

**D. Vacancies.** Committee members not able to serve their full term 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. The Council shall abide by its established process to fill the vacated position for the unexpired term.

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<sup>3</sup> The initial appointments of Council members and at-large members were for terms ending December 31, 2018. The initial appointments of the geographic members were for terms ending December 31, 2020. Thereafter the term of each member was four years. See Metropolitan Council February 22, 2017 meeting minutes (Business Item No. 2017-39) (approving proposed Equity Advisory Committee Bylaws).

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

1. Committee members are automatically removed from the Committee if they miss three consecutive meetings, unless such absences are excused. After a Committee member misses two consecutive meetings and such absences are unexcused, the Co-Chairs of the Committee prior to the third meeting must notify the member in writing that the member will be automatically removed if the Committee member misses the next meeting and such absence is unexcused.
2. Committee members are automatically removed from the Committee if they miss five Committee meetings during a calendar year whether or not the absences are excused or unexcused. After a Committee member misses the fifth Committee meeting, the Co-Chairs of the Committee prior to the sixth meeting must notify the member in writing that the member has been automatically removed.

**3. Excused Absences.** An absence shall be deemed excused if:

- a. The absence was due to injury, illness, family or work-related emergency, or a recognized religious holiday; and
- b. 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. Meeting minutes should identify all excused absences.

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

1. Regularly attending Committee meetings.
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.

### **ARTICLE III – COMMITTEE MEETINGS**

**A. Meetings.** Unless otherwise determined by the Co-Chairs, the meetings of the Committee shall be held once a month on the third Tuesday of the month. Meetings may be held remotely by interactive technology. Upon determination by the Co-Chairs, a meeting may be held in-person with notice given to the Committee members at least ten calendar days prior to the meeting.

**B. Quorum.** A majority of the appointed 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. Should a quorum not exist the Co-Chairs may, in the Co-Chair's discretion, entertain and report any general discussions and any consensus of the Committee members present at the meeting.

**C. Public Record.** All minutes and reports of the Committee shall be retained on file at the Office of Equity and Equal Opportunity and shall be available to members of the public unless otherwise made not public by the Minnesota Government Data Practices Act or other applicable state or federal law.

**D. 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 if the effect on the organization with which the Committee member is affiliated is indirect, remote or insubstantial; 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.

**E. Conduct of Business.**

1. **Robert's Rules of Order.** Voting on any matter shall be conducted in accordance with the *Robert's Rules of Order (most recent edition)*.
2. **Council's Bylaws Prevail.** 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 and applicable law shall prevail.
3. **Voting, Motions, Recording.** Voting on any matter at an in-person meeting shall be by voice vote. Voting at meetings conducted remotely will be by roll call vote. 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.
4. **Limitation of Discussion.** The Committee Co-Chairs or the presiding officer may limit Committee discussion on any agenda item. Public invitation for comments at Committee meetings, when permitted by the Committee Co-Chairs or presiding officers, may be limited to 3 minutes.

5. **Minutes.** Minutes shall be kept of all Committee meetings. All minutes shall be submitted to the Committee for approval.

#### **ARTICLE IV - SUBCOMMITTEES**

The Committee Co-Chairs may appoint or dissolve subcommittees of the Committee, subject to Committee approval, in alignment with the Committee's purpose in Article I.

#### **ARTICLE V - STAFF**

The Office of Equity and Equal Opportunity Director shall designate a Recording Secretary and shall assign Council staff to assist the Committee in carrying out its duties and responsibilities.

#### **ARTICLE VI – EXPENSE REIMBURSEMENT**

Unless otherwise permitted by law, Committee members shall serve without compensation, but must be reimbursed for reasonable expenses in accordance with adopted Council policy and procedures. Professional development may be available to Committee members at the discretion of the Council in accordance with Council Bylaws, policies and procedures.

#### **ARTICLE VII – AMENDMENT OF BYLAWS**

The Committee may recommend amendments to these bylaws by a two-thirds vote of the members present at any 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.

#### **ARTICLE VIII – APPROVAL BY METROPOLITAN COUNCIL**

Upon adoption by the Committee, these bylaws and any amendments shall not be effective unless submitted to and approved by the Council pursuant to the Council bylaws.

Approved by the Metropolitan Council: February 22, 2017.

Amended by the Metropolitan Council: June \_\_\_\_\_, 2024.