

Business Item

Management Committee



Committee Meeting Date: July 24, 2024

For the Metropolitan Council: August 14, 2024

Business Item: 2024-202

Equity Advisory Committee (EAC) Bylaws Amendments

District(s), Member(s):	All
Policy/Legal Reference:	Minnesota Statutes section 473.127; and Equity Policy (OEEO 1-1)
Staff Prepared/Presented:	Cyrenthia Jordan, Director, (651) 602-1085 Ashanti Payne, Assistant Director, (612) 349-7660
Division/Department:	Regional Administration / Office of Equity and Equal Opportunity (OEEO)

Proposed Action

That the Metropolitan Council approve the amendments to the bylaws of the Equity Advisory Committee as reflected in the draft attached with this Business Item.

Background

On October 14, 2015, the Metropolitan Council established the Equity Advisory Committee (EAC) (Business Item No. 215-244).

On February 22, 2017, the Metropolitan Council approved the EAC Bylaws.

The purpose and charge of the EAC is to provide advice to the Metropolitan Council on policy, projects, and programs from an equity perspective. Metropolitan 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.

The EAC is comprised of 21 members, including 4 Council Members, 8 community members from geographic districts (A-H), and 9 community members who serve at-large.

The committee's bylaws are being amended to assist in the functioning of the committee. The bylaws provisions have been updated for clarification or revision to reflect the purpose and charge of the committee, operation of the committee, and Council practices.

The bylaws changes are shown in an attached redline format. Formatting and language clarity were revised throughout the document. Note in blue the revisions made post EAC vote. The major changes are:

1. Article I. Committee Purpose and Charge. Reformatted for language clarity.
2. Article II.B. Four-Year Staggered Terms. Clarify length of term service and eligibility for reappointment.
3. Article II.C. Officers. State the Officers.

4. Article II.C.1. Co-Chairs. Change the term of co-chairs to 2 years and state eligibility for reappointment with clarification of length of service in the role.
5. Article II.C.2. Recording Secretary. State role of Recording Secretary.
6. Article II.E.2. Attendance and Removal. Addition of automatic removal of a member with 5 absences in the calendar year.
7. Article III.A. Meetings. Update to reflect the meeting schedule of the committee and add meeting option of remote meetings.
8. Article III.C. Public Record. State to reflect access to public record of meeting.
9. Article III.E Conduct of Business. Clarify conduct pertaining to voting and discussion for the efficient operation of the meeting.
10. Article VI. Expense Reimbursement. Addition of language to reflect that committee compensation may be changed if permitted by law without requiring an amendment to the bylaws. Addition of language as incentive for volunteer commitment to permit professional development opportunity at the discretion of the Council.

Rationale

The amendments will update the EAC Bylaws and help provide more efficient management of the EAC and the conduct of its business. The EAC Bylaws, VIII. Amendment, provide that “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. 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.”

A quorum of members was present at the EAC meeting on June 18, 2024. The members voted unanimously for approval of the amendments to the bylaws. EAC members were provided with the amendments to the bylaws at least 10 calendar days prior to the meeting. Further, Article IX. Approval by Metropolitan Council, states that “Upon adoption by the Committee, these bylaws and any amendments shall be submitted to the Council for its review and approval.”

According to Metropolitan Council Bylaws, Article III.B.4, “... The Council may amend advisory committee bylaws at any regular meeting of the Council by a majority vote of the members present. Written notice of the proposed amendments must be given to the chair of the advisory committee prior to Council action.” Written notice of the proposed amendments was given to the EAC co-chairs and they participated in the unanimous vote of the EAC at the meeting on June 18, 2024.

Thrive Lens Analysis

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. The EAC’s perspective and recommendations are critical to ensuring the Metropolitan Council advances equity that connects all residents to opportunity and create viable housing, transportation, and recreation options for people of all races, ethnicities, incomes, and abilities. This influences all Thrive Outcomes of Equity, Stewardship, Prosperity, Livability, and Sustainability.

Funding

N/A

Small Business Inclusion

N/A



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 473.127.¹
- B. Committee Purpose and Charge.** The Committee shall provide advice to the Council on policy, projects, and programs from an equity perspective.² 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)

¹ October 14, 2015

² 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 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, 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.³ 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.

³ 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: August 14, 2024.

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 region. 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.~~

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 473.127.¹

B. Committee Purpose and Charge. The Committee shall provide advice to the Council on policy, projects, and programs from an equity perspective.² 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.

~~II.—Membership~~

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

¹ October 14, 2015

² 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.

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~~ 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 Americans, Asian Americans, ~~Native Americans~~ American Indian, Latinos, immigrants, people who experience socio-economic and wealth disparities, 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.~~

B. Four-Year 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.~~ Committee members will serve four-year staggered terms.³ 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

³ 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).

or an at-large member serving on the Committee. The term of each Co-Chair is ~~one~~ **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 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:

- 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. Committee 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 in a timely manner, appoint a new Committee member~~ to fill the vacated position for the unexpired term.

E. Attendance and Removal. 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 shall personally participate in Committee meetings. Discussion and voting by electronic or other remote means is not permitted.~~

- ~~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. ~~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

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.

~~**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.~~

~~**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.~~

B. Quorum. A majority of the appointed ~~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. ~~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.

~~**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.~~

- 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)*. ~~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. **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 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.

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.

~~IV. Special Subcommittees~~

ARTICLE IV - SUBCOMMITTEES

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

~~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~~

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. 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~~

ARTICLE VI – EXPENSE REIMBURSEMENT

~~Unless otherwise permitted by law, Committee members shall serve without compensation, but must ~~may~~ 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.~~

~~VIII. — Amendment~~

ARTICLE VII – AMENDMENT OF BYLAWS

The Committee may recommend amendments to 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~~

ARTICLE VIII – APPROVAL BY METROPOLITAN COUNCIL

Upon adoption by the Committee, these bylaws and any amendments shall ~~not be effective unless~~ ~~be~~ submitted to ~~and approved by~~ the Council ~~for its review and approval~~ pursuant to the Council ~~Bylaws~~.

Approved by the Metropolitan Council: February 22, 2017

Amended by the Metropolitan Council: **August 14, 2024.**