

## Management Committee

Meeting dates: November 15, 2018 and November 28, 2018

For the Metropolitan Council meetings of November 15, 2018 and November 28, 2018

**Subject:** Proposed Bylaws Amendments

**District(s), Member(s):** All

**Policy/Legal Reference:** Minnesota Statutes sections 473.123, 473.125, and 473.129

**Staff Prepared/Presented:** Ann K. Bloodhart, General Counsel 651.602.1105  
Dave Theisen, Deputy General Counsel 651.602.1706

**Division/Department:** Office of General Counsel

### Proposed Action

That the Metropolitan Council: (1) approve the proposed Bylaws amendments as reflected in the attached draft; and (2) rescind Metropolitan Council Resolution No. 2011-34.

### Background

In addition to statutory provisions, the governing body of the Council and the conduct of Council business are governed by the Council's Bylaws which were last amended in July 2012. Some Bylaws provisions are outdated and others need clarification or revision to reflect current Council practices. The attached draft shows proposed changes in redline format. Notes that explain the rationale for the proposed amendments are shown in italicized blue font. The major changes are:

Article I.F; Executive Committee. The reference to the Executive Committee is recommended for deletion and was replaced with language that lists regular meetings with standing committee chairs as a duty of the Chair.

Article II.A.2; Attendance. A new provision addressing attendance at Council meetings is added. This new provision is consistent with state law.

Article II.C; Committee of the Whole Meetings. This new provision will allow the Council when meeting as the Committee of the Whole to take action on business items when it is difficult for the Council to schedule a special meeting and it is impractical to consider the item at the next regular meeting.

Article II.D; Open Meeting Law and Other Meeting Issues. This proposed new text makes it clear that Council and committee meetings will be conducted pursuant to the Open Meeting Law and identifies days when the Council cannot conduct meetings (holidays) and when time limitations apply (election and political party caucus days).

Article III.A: The recommendation is to remove the Litigation Review Committee as a standing committee and instead provide for quarterly briefings to the Management Committee.

Article IV.B.1; Deputy Regional Administrator. Proposed text "codifies" the signature authority already delegated to the Deputy Regional Administrator under a 2011 Council resolution.

Article IV.G & H; Code of Conduct; Rules Governing Conduct at Council Meetings. These proposed new paragraphs “codify” the Code of Conduct and meeting rules that already have been adopted by the Council.

Article VI; Amendment of Bylaws. This proposed amendment would require both the Bylaws and the Code of Conduct to be amended (by a two-thirds vote) but would eliminate the need for the Council to consider proposed amendments at two Council meetings.

Code of Conduct. This proposed amendment would “codify” the Code of Conduct previously adopted by the Council and make some incidental changes to the text of the Code.

Conflicts of Interest. This proposed amendment would “codify” conflicts of interest provisions that are consistent with the statutory conflict of interest provisions that apply to Council members.

### **Rationale**

The proposed amendments will update the Council’s Bylaws and help provide for more efficient management of the Council and the conduct of its business. According to Article VI, the Bylaws may be amended at any regular meeting of the Council by a two-thirds vote of the appointed members after: (1) Council members have received prior written notice of the proposed amendments; and (2) the proposed amendments have been presented to the Council for consideration at a previous regular meeting.

### **Thrive Lens Analysis**

These proposed Bylaws amendments are neutral on Thrive Outcomes.

### **Funding**

No funding implications or impacts.

### **Known Support / Opposition**

N/A

## BYLAWS OF THE METROPOLITAN COUNCIL

### ARTICLE I

#### OFFICERS

- A. Council Officers.** The officers of the Council are the Chair and the Vice-Chair. The Chair and Vice-Chair must be members of the Council. The Council's Chief Financial Officer shall be the Council's Treasurer.
- B. Appointment of Vice Chair.** At the first regular meeting of the Council in February, or as soon thereafter as reasonably practicable, the Chair shall appoint a Vice-Chair subject to Council confirmation.
- C. Vice Chair Term; Vacancy.** The Vice-Chair shall serve a one-year term or until the Vice-Chair's successor is appointed and confirmed. The term of office shall be effective at the close of the meeting at which the Vice-Chair is confirmed. ~~In the event of a vacancy in~~ If the Vice-Chair position is vacant, the Chair may appoint a member to serve the remaining portion of the term.
- D. Chair's Duties.** The Chair's duties and responsibilities include:
1. Representing the Council as its principal spokesperson;
  2. Serving as the Council's principal legislative liaison;
  3. Presenting to the Governor and the Legislature the Council's plans for regional governance and operations;
  4. ~~Meeting with local elected officials; *NOTE: Meeting with local elected officials is one of the Chair's statutory duties.*~~
  5. Recommending to the Council for its approval, the chair and members of all standing, special and advisory committees, task forces and work groups;
  6. ~~Recommending to the Council for its approval, a member to serve as liaison to each metropolitan agency, the Metropolitan Mosquito Control Commission, and the governing body of the regional channel entity under Minnesota Statutes section 238.43, subdivision 5 the Metropolitan Parks and Open Space Commission and the Metropolitan Airports Commission; *NOTE: The Council no longer is required to appoint representatives to the Mosquito Control Commission or the governing body of the cable communications metropolitan interconnected regional channel entity.*~~
  7. Presiding at Council meetings and meetings of the Committee of the Whole;

8. Serving as a full voting member of any standing committee, special committee, task force, or work group; however, the Chair will not be counted for quorum purposes unless present; and

9. Directing the preparation of the agenda for all Council and committee meetings; and

10. Providing direction to staff on matters of Council policy. *NOTE: This new provision is consistent with Council staff's practice of conferring with the Chair on matters that have policy implications.*

11. On a quarterly basis, or as otherwise determined by the Chair, meet and confer with the Vice-Chair and standing committee chairs. *NOTE: This new Chair's "duty" would serve the purpose of the Executive Committee.*

**E. Vice-Chair Duties; Succession.** The Vice-Chair shall exercise the duties and responsibilities of the Chair whenever the Chair is unable or unavailable to serve. ~~The Chair of the Management Committee shall exercise the duties and responsibilities of the Chair whenever both the Chair and the Vice-Chair are unable or unavailable to serve. The Chair of the Transportation Committee shall exercise the duties and responsibilities of the Chair whenever the Chair, the Vice-Chair, and the Management Committee Chair are unable or unavailable to serve.~~ If the Chair and Vice-Chair are unable or unavailable to serve, the duties and responsibilities shall be exercised in the following order of succession: the Management Committee Chair and the Transportation Committee Chair. In addition, any chair of a standing committee may preside at Council meetings or meetings of the Committee of the Whole whenever the Chair requests one of them to do so. *NOTE: These revisions are a more efficient way of stating the "succession" protocol when the Chair and Vice-Chair are unable or unavailable to exercise the duties and responsibilities of the Chair.*

**F. ~~Executive Committee.~~** ~~The Council officers which are Council members and standing committee chairs may meet at the call of the Council Chair as an Executive Committee. *NOTE: The Executive Committee seldom meets. The Council Chair still can consult with Council members and committee chairs when necessary.*~~

ARTICLE II

COUNCIL AND COMMITTEE OF THE WHOLE MEETINGS

**A. Regular Meetings.** The time and place of Rregular meetings of the Council shall be set by the Council by resolution. ~~The time and place shall be determined by the Council Chair.~~ Regular meetings may be cancelled by the Chair ~~upon agreement by a majority of the members.~~ Notice of such cancellation shall be provided as far in advance of the scheduled meeting as possible. *NOTE: This revised text tracks language in the Open Meeting Law that requires public bodies to adopt a schedule of regular meetings.*

1. Quorum. ~~Nine members of the Council~~ A majority of the appointed members shall constitute a quorum. *NOTE: This proposed change would address situations when one*

*or more Council positions are vacant, in which case a majority (50% plus 1) of the "appointed members" would constitute a quorum.*

2. Attendance. *Council members will attend Council meetings. A record of attendance will be maintained in the minutes. **NOTE:** This new provision is consistent with the statute that says "[e]ach council member shall attend and participate in council meetings." Recording attendance will standardize Council, Committee of the Whole, and standing committee meeting minutes and provide evidence that a quorum was present.*
23. Agenda. The agenda for each Council meeting shall be established and published by the Chair and be sent to the Council members prior to the meeting. Any member may move amendments to the published regular meeting agenda.
34. Conduct of Meetings. Regular meetings of the Council will be conducted in the following order:
- a. Motions, if any, by members to amend the published agenda;
  - b. Approval of the minutes of prior meeting(s);
  - c. Invitation to interested persons to address the Council on matters not on the agenda (each speaker is limited to a ~~five~~ three-minute presentation); **NOTE: The Council historically has allowed 3 rather than 5 minutes for these presentations.**
  - d. Consideration of the Council and committee consent lists;
  - e. Consideration of items recommended by the Committee of the Whole;
  - f. Consideration of items recommended by standing committees;
  - g. Consideration of items recommended by the Chair or Regional Administrator;
  - h. Other business;
  - i. Reports of Council Chair and members;
  - j. Report of the Regional Administrator;
  - k. Report of the General Counsel; and
  - l. Motion to adjourn.
45. Voting. Upon the request of any Council member, the Recording Secretary shall repeat the motion and the name of the mover and the seconder immediately preceding a vote by the Council. The yeas and nays shall be called on any question at the request of one or more members. Unless requested by a Council member, resolutions by the Council shall not require a roll call vote. The vote of each member shall be recorded

in the minutes for motions adopting or amending the budget. Otherwise, any Council member may request to have ~~his/her~~the member's vote entered in the minutes.

**56. Consent List.** Routine matters over which there is no dispute may be placed on a consent list to be acted upon by the Council without debate. Placement of a matter on the consent list shall be at the discretion of the Chair. Any member may ask informational questions about consent list items. Such questions shall not be considered debate. Any Council member may request that a consent list item be removed from the consent list. Upon such a request, the item shall be removed from the consent list without vote or debate of the Council and shall remain on the agenda for consideration.

**B. Special Meetings.** Special meetings of the Council may be called by the Chair or by a majority of the members. Notice of special meetings shall include the date, time, place, and agenda and be sent to Council members at least three calendar days prior to the meeting. Business at special meetings shall be limited to the subjects listed in the noticed agenda. Special meeting agenda may not be amended to add new business or information items. Business or information items may be removed from special meeting agenda. *NOTE: This new text makes it clear that business items may be removed from special meeting agendas. The three-day notice period only applies when business items are added to a special meeting agenda.*

**C. Committee of the Whole Meetings.** The time and place of Rregular Committee of the Whole meetings shall be set by the Council by resolution. ~~The time and place shall be determined by the Council Chair.~~ Notice of Committee of the Whole meetings shall be the same as for other regular meetings of the Council. Nine members of the Council A majority of the appointed members shall constitute a quorum. The procedures for preparing and approving the agenda for the Committee of the Whole or cancelling a Committee of the Whole meeting shall be the same as for meetings of the Council. Committee of the Whole meetings are primarily for considering informational items or discussing matters that may be business items at a regular or special Council meeting. However, in circumstances requiring timely Council action, the Council Chair may include an exigent business item on a Committee of the Whole meeting agenda for which the Committee of the Whole may take a formal action as the governing body of the Council. Such business items shall be appropriately noted on the Committee of the Whole meeting agenda. *NOTE: This new text makes it clear that in “exigent” circumstances (e.g., when time-critical actions must be taken) the Committee of the Whole may consider and act on business items in the same capacity and with the same authority the Council exercises when it transacts business at regular and special Council meetings. The change to the quorum text would be consistent with the proposed change to the quorum text on Page 2.*

1. **Regular Meetings.** Regular meetings of the Committee of the Whole will be conducted in the following order:
  - a. Motions, if any, by members to amend the published agenda;
  - b. Approval of the minutes of prior Committee of the Whole meeting(s);

- c. Consideration of items recommended by the Chair or Regional Administrator;
  - d. Other business; and
  - e. Motion to adjourn.
2. **Motions.** All motions that are in order at Council meetings may be made at Committee of the Whole meetings.
3. **Special Meetings.** Special Committee of the Whole meetings may be called by the Chair ~~or by a majority of the members~~. Notice of special Committee of the Whole meetings shall include the date, time, place and agenda and be sent to Council members at least three calendar days prior to the meeting. Business at special Committee of the Whole meetings shall be limited to the subjects listed in the noticed agenda. Special meeting agenda may not be amended to add new business or information items. Business or information items may be removed from special meeting agenda. *NOTE: The modification to the first sentence is consistent with Paragraph I.D.9. which makes the Chair responsible for “the preparation of the agenda for all Council and committee meetings.”*

**D. Open Meeting Law; Meetings on Holidays and Election and Precinct Caucus Days.**

The Council and its committee meetings shall be conducted pursuant to the Minnesota Open Meeting Law, Chapter 13D. Pursuant to Minnesota Statutes, section 204C.03, the Council’s governing body shall not conduct a meeting between 6:00 p.m. and 8:00 p.m. on the day that an election is held within the metropolitan area. Pursuant to Minnesota Statutes, section 202A.19, the Council’s governing body shall not conduct a meeting after 6:00 p.m. on the day of a major political party precinct caucus. The Council and its committees shall not conduct a meeting on a “holiday” as defined in Minnesota Statutes, section 645.44, subdivision 5. *NOTE: This new text reflects state laws that prohibit public bodies from meeting on election days, holidays, and days when major political party precincts are held. State law defines which days are “holidays.”*

**ARTICLE III**

**COMMITTEES**

- A. **Standing Committees.** The following standing committees are established: environment, transportation, community development, ~~litigation review~~, and management. The Chair or Regional Administrator will determine which matters will be referred to each standing committee, unless the Council determines otherwise. When appropriate, standing committees may meet jointly. *NOTE: At one time the Litigation Review Committee had certain settlement and oversight authority. However, in July 2012 the Council amended these Bylaws and delegated litigation management authority to the Chair and Regional Administrator, in consultation with the General Counsel. See Paragraph IV.F. (“Litigation Management”) on Page 9. In lieu of a litigation review standing committee, these proposed changes would provide*

*for a quarterly briefing to the Management Committee on litigation and claims matters. See proposed new text for Paragraph IV.F. (“Litigation Management”) on Pages 9-10.*

1. **Chair and Members.** The Council Chair shall recommend to the Council for approval at its first regular meeting in February, or as soon thereafter as possible, the chair, vice chair, members and responsibilities of each standing committee.
2. **Regular and Special Committee Meetings.** ~~Except when a meeting date falls on a legal holiday, The time and place of~~ regular meetings of the standing committees shall be set by the Council by resolution. ~~The time and place for such meetings shall be determined by the committee chair.~~ The procedures for notice, cancellation and the conduct of business at regular and special standing committee meetings shall be the same as those for meetings of the whole Council. *NOTE: This revised text tracks language in the Open Meeting Law that requires public bodies to adopt a schedule of regular meetings. The proposed new Paragraph II.D. above (“Open Meeting Law; Meetings on Holidays and Election and Precinct Caucus Days”) addresses those circumstances when “a meeting falls on a legal holiday.”*
3. **Quorum.** A majority of committee members shall constitute a quorum on committees which have an odd number of committee members and a number equal to one-half of the committee members shall constitute a quorum on committees which have an even number of committee members. Attendance by committee members is expected and shall be recorded in the minutes. Council members other than those serving on the committee may attend and participate in committee debate but may not vote or be counted for purposes of making a quorum. *NOTE: This new text is consistent with the proposed changes to Paragraph II.A.2. (“Attendance”) on Page 2.*
4. **Consent List.** The committee chair may place Routine committee matters over which there is no dispute ~~may be placed~~ on a committee consent list to be acted upon by the committee without debate. Any member may ask informational questions about consent list items. Such questions shall not be considered debate. Any committee member may request that a consent list item be removed from the consent list. Upon such a request, the item shall be removed from the consent list without vote or debate of the committee and shall remain on the committee’s agenda for consideration. *NOTE: This new text clarifies who may place items on the consent list.*

**B. Advisory Committees.** The Council may establish advisory committees and appoint advisory committee chairs and members as follows:

1. **Committee Charge; Membership.** The Chair will recommend to the Council for its approval the duties and responsibilities of the advisory committee, its chair, vice chair and members, and any other matters necessary for the efficient operation of the committee.
2. **District Representation.** To the extent possible, members of advisory committees shall be from each Council district. Council members may submit to the Chair recommendations for membership on each advisory committee.

3. **Membership Composition.** Advisory committee members may include interested citizens, representatives of interest groups, experts, or public officials whose jurisdictions could be affected by the work of the advisory committee. No formal application is required.
  4. **Bylaws.** The Council shall adopt bylaws for each advisory committee. 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. The advisory committee bylaws shall contain provisions addressing conflict of interest.
  5. **Removal.** Members of advisory committees serve at the pleasure of the Council and may be removed by the Council at any time. In addition, advisory committee members are automatically removed if they miss three consecutive regular committee meetings unless such absences are excused by the advisory committee chair. After a member misses two consecutive regular meetings and such absences are unexcused, the chair of the advisory committee prior to the third regular meeting must notify the member in writing that the member will be automatically removed if the member misses the next regular meeting and such absence is unexcused.
  6. **Absences.** An absence shall be deemed excused if: (1) the absence was due to injury, illness, family or work-related emergency, or a recognized religious holiday; and (2) the advisory committee member notified the Council staff person responsible for administration of the advisory committee of the reason for the absence, if possible, prior to the advisory committee meeting but not later than one calendar day after the meeting. The minutes should identify all excused absences. *NOTE: Because advisory committee members can be removed for excessive unexcused absences (see the preceding Paragraph), this new text will make it easier for the Council, advisory committee chairs, and Council support staff to determine when absences occurred and whether those absences were excused or unexcused.*
  7. **Conduct of Meetings.** Advisory committees shall operate in accordance with the most current version of Robert's Rules of Order Newly Revised, Council and committee bylaws, and all other applicable Council policies and procedures. If there is a conflict between the Council's bylaws and the advisory committee's bylaws, the Council's bylaws shall prevail.
  8. **Member Expenses.** Members of advisory committees shall serve without compensation but may be reimbursed for reasonable expenses in accordance with adopted Council policy.
- C. **Special Committees, Task Forces and Work Groups.** The Council may establish special committees, task forces and work groups as follows:
1. **Charge; Membership.** The Chair may recommend to the Council for its approval, the establishment of special committees, task forces, or work groups to assist the

Council in performing its duties and responsibilities. The Chair’s recommendation shall include the duties and responsibilities of the special committee, task force or work group, its chair, vice chair and members, and any other matters necessary for the efficient operation of the committee, task force, or work group.

~~2. *Internal Audit Committee.* The Council shall establish an internal audit committee as a special committee to oversee the Council’s audit function. The audit committee shall recommend audit policies to the Council for its consideration. The Regional Administrator shall establish all necessary procedures to implement such policies. *NOTE: This “Internal Audit Committee” paragraph does not logically fit in this section which addresses how special committees, task forces, and work groups are established and function. This text was moved to a new Paragraph III.D. (“Audit Committee”) below.*~~

32. ***Council Member Consultation.*** Prior to recommending that the Council establish a special committee, task force, or work group, the Chair will consult with any Council member whose district may be affected by the work of the committee, task force, or work group. Any Council member may suggest to the Chair nominees for membership.

43. ***Membership Composition.*** Appointed members may include interested citizens, representatives of interest groups, experts, or public officials whose jurisdictions could be affected by the work of the committee, task force, or work group. No formal application is required. Council members may serve on such committees, task forces, or work groups. Council members not serving on such committees, task forces, or work groups may attend and participate in the discussion and debate but may not vote or be counted for purposes of making a quorum.

54. ***Member Expenses.*** Members of special committees, task forces, or work groups, other than Council members, shall serve without compensation but may be reimbursed for reasonable expenses in accordance with adopted Council policy.

65. ***Quorums.*** A majority of special committee members shall constitute a quorum on special committees which have an odd number of committee members and a number equal to one-half of the special committee members shall constitute a quorum on special committees which have an even number of committee members.

**D.** ~~*Internal Audit Committee.*~~ The Council shall establish an ~~internal~~-audit committee ~~as a special committee~~ to oversee the Council’s audit function. The audit committee shall ~~establish and~~ recommend ~~a Charter and any ancillary~~ audit policies to the Council for its consideration. The Regional Administrator shall establish all necessary procedures to implement such policies. *NOTE: This text was moved from Paragraph III.C.2. above and reflects changes to that moved text. The proposed new text also reflects the fact that audit committees typically operate under “charters” rather than bylaws. The Council’s Internal Audit Committee currently operates under a charter.*

ARTICLE IV

ADMINISTRATION OF THE COUNCIL

A. **Work Program; Budget; Policies.** The Council shall adopt:

1. **Annual Work Program and Budget.** The Council shall adopt an annual work program and budget.
- ~~2. **Personnel Code.** The Council shall adopt a personnel code governing appointment of Council employees and the terms and conditions of employment; *NOTE: The Council has not adopted a “personnel code” for many years. Various Council policies and procedures govern personnel matters and many terms of employment are addressed in collective bargaining agreements.*~~
- ~~32. **Contracts and Procurement.** The Council shall adopt a contracts and procurement policy that establishes Council objectives for obtaining goods and services necessary to carry out the Council’s adopted work program.~~
- ~~43. **Travel Expenses.** The Council shall adopt a travel expense reimbursement policy for Council members, employees, and members of Council advisory committees, special committees, task forces, and work groups.~~

B. **Regional Administrator.** The Council shall appoint a Regional Administrator as required by statute. The Regional Administrator shall serve at the pleasure of the Council as the principal administrative officer for the Council and shall perform such duties and functions as required by statute and authorized by the Council. ~~The Chair may designate an acting~~If the Regional Administrator if the Regional Administrator position becomes vacant, the Chair may designate an acting Regional Administrator.

1. **Deputy Regional Administrator.** The Regional Administrator may designate a Deputy Regional Administrator who shall perform such duties and functions as authorized by the Regional Administrator or the Council. The Deputy Regional Administrator is authorized to sign on behalf of the Council all contracts, procurement documents, forms, settlements, and all other documents for which the Regional Administrator has signature authority. Subject to any guidelines that may be established by the Regional Administrator, the Deputy Regional Administrator may exercise this signature authority whenever the Regional Administrator is away from the Council’s offices or whenever the Regional Administrator otherwise is not available to execute documents when, in the judgment of the Regional Administrator or the Deputy Regional Administrator, the circumstances reasonably require the Deputy Regional Administrator to exercise this signature authority. *NOTE: This proposed new text would provide more detail on the Deputy Regional Administrator’s ability to exercise certain authorities when the Regional Administrator is unavailable. This text is nearly identical to Council Resolution No. 2011-34 under which the Council delegated signature authority to the Deputy Regional Administrator.*
2. **Recording Secretary.** The Regional Administrator shall designate a staff member(s) to be the Recording Secretary for Council, Committee of the Whole, and standing

committee meetings. The Recording Secretary shall be responsible for taking minutes and maintaining accurate records of the proceedings. The minutes shall identify the members who were present at the meeting and the members who were absent from the meeting. The Recording Secretary also shall be responsible for maintaining an up-to-date depository of Council actions that delegate signature authority. The Secretary of the Council shall be the Recording Secretary for Council meetings, unless the Council determines otherwise. *NOTE: This new text is consistent with the proposed changes to Paragraph II.A.2. (“Attendance”) on Page 2 and Paragraph III.A.3. (“Quorum”) on Page 6.*

- C. General Counsel.** The Council may appoint a General Counsel as provided by statute. The General Counsel shall serve at the pleasure of the Council as the Council’s legal adviser and representative. If the General Counsel position becomes vacant, the Chair or the Regional Administrator may designate an acting General Counsel in the event of a vacancy in the Office of General Counsel.
- D. Fiscal Year.** The Council’s fiscal year is the calendar year.
- E. Depositories.** The Council shall designate a depository or depositories for Council funds.
- F. Litigation Management.** The Council Chair and Regional Administrator, in consultation with the General Counsel, are authorized to initiate, settle, appeal and manage all claims and litigation by or against the Council. The Chair and the Regional Administrator may jointly redelegate such authority and their delegates’ decisions to initiate, settle, or manage individual legal claims or litigation are subject to concurrence by the General Counsel. Any re delegation of litigation management authority must be in writing and filed with the Council’s Recording Secretary. The Chair and Regional Administrator, in consultation with the General Counsel are authorized, on behalf of the Council, to waive concurrent conflicts of interest with respect to representation by outside counsel. The authorities delegated under this section may be exercised when: (1) it is in the best financial or other interests of the public, the metropolitan area and the Council; (2) it is consistent with adopted Council policies; and (3) does not raise significant policy issues if there is no adopted Council policy relevant to the matter. The Management Committee will be briefed on litigation and claims matters on a quarterly basis or as otherwise requested by the Management Committee Chair. *NOTE: This Management Committee briefing is proposed as an alternative to the Litigation Review standing committee.*
- G. Code of Ethics.** The Council acknowledges that public confidence in the integrity of government officials is essential for effective government and that citizens of the metropolitan area are entitled to expect that Council members will adhere to the highest ethical standards. Accordingly, the attached Code of Ethics for Metropolitan Council Members is made a part of these Bylaws. If the Code of Ethics is inconsistent with the conflicts of interest provisions of Minnesota Statutes, section 10A.07, or other applicable laws governing the ethical practices or conduct of Council members, the statutory provisions shall control; otherwise the most stringent of the applicable statutory provisions and the Code of Ethics shall apply. *NOTE: This new text “codifies” the Code of Ethics that was adopted by the Council many years ago.*

**H. Rules Governing Conduct at Council Meetings.** To preserve order and decorum in Council meeting rooms and in adjacent lobbies or hallways during Council deliberations and to ensure disturbances or disorderly conduct do not prevent the Council from conducting public business at its meetings or impair citizens' opportunity to hear or otherwise participate in Council meetings, the Council adopted *Rules and Regulations Governing the Conduct of Business at Metropolitan Council Meetings* pursuant to Minnesota Statutes, section 624.72. Unless changed by a majority vote of the Council's governing body, the *Rules and Regulations* authorized and approved by the Council at its February 25, 2004 (Council Resolution No. 2004-5) and April 14, 2004 meetings shall govern the conduct of business at Council meetings. ***NOTE: This new text "codifies" the Rules and Regulations Governing Conduct of Business at Metropolitan Council Meetings that were adopted by the Council in 2004 and makes the Rules and Regulations easier to locate. The Rules and Regulations comply with Minnesota Statutes, section 624.72, which states: "For the purpose of protecting the free, proper and lawful access to, egress from and proper use of public property, and for the purpose of protecting the conduct of public business therein or thereon, free from interference, or disruption or the threat thereof, the legislature or any public officer, agency or board having the supervision thereof may to that end promulgate reasonable rules and regulations."***

## ARTICLE V

### PARLIMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Order Newly Revised* shall govern the Council in all matters to which they are applicable and in which they are not inconsistent with these Bylaws.

## ARTICLE VI

### AMENDMENT OF BYLAWS

These Bylaws and the *Code of Ethics for Metropolitan Council Members* may be amended at any regular meeting of the Council by a two-thirds vote of the appointed members, after written notice setting forth in detail the contents of the proposed amendment(s) has been given to Council members ~~and one hearing has been held at a previous regular meeting of the Council.~~ ***NOTE: Deleting the "hearing" requirement would streamline the amendment process without compromising the built-in safeguards (i.e., the two-third vote and prior notice requirements) against easy or frequent amendments; nor would it affect the Council's ability to have proposed amendments first considered by the Committee of the Whole or by the Management Committee.***

Adopted by the Metropolitan Council June 24, 1993  
Amended by the Metropolitan Council February 24, 1994  
Amended by the Metropolitan Council May 26, 1994  
Amended by the Metropolitan Council June 23, 1994  
Amended by the Metropolitan Council October 27, 1994

Amended by the Metropolitan Council January 26, 1995  
Amended by the Metropolitan Council October 12, 1995  
Amended by the Metropolitan Council June 27, 1996  
Amended by the Metropolitan Council February 12, 1998  
Amended by the Metropolitan Council June 9, 1999  
Amended by the Metropolitan Council June 30, 1999  
Amended by the Metropolitan Council May 10, 2000  
Amended by the Metropolitan Council July 25, 2012  
Amended by the Metropolitan Council \_\_\_\_\_, 2018

## BYLAWS OF THE METROPOLITAN COUNCIL

### CODE OF ETHICS FOR METROPOLITAN COUNCIL MEMBERS

#### ARTICLE I

#### ETHICAL PRACTICES

1. A Council member in the course of or in relation to ~~his or her~~ the member's official duties ~~should~~ shall not, directly or indirectly, receive or agree to receive any payment of expense, compensation, gift, reward, gratuity, favor, service, or promise of future employment, or other future benefit from any source other ~~than~~ the Council for any activity related to the duties of ~~a~~ the Council member with the exception of:
  - (a) gifts of nominal value;
  - (b) plaques or similar mementos recognizing individual service;
  - (c) honoraria and expenses for papers, talks, demonstrations, or appearances made by Council members for which they are not compensated or reimbursed by the Council; or
  - (d) reimbursement of expenses for travel or meals, not to exceed actual expenses incurred, which are not reimbursed by the Council.

Council members also are subject to the statutory gift prohibitions (Minn. Stat. § 10A.071) which may be more restrictive. *NOTE: The gift prohibition provisions in this Paragraph 1 are very similar to the statutory gift prohibitions that apply to Council members and other "public officials."*

- ~~2.~~ 2. A Council member ~~should~~ shall not use confidential information to further the member's private interests and should not accept employment or involvement in a business or activity that would require the member to disclose or use such confidential information. "Confidential information" means any information obtained under government authority that has not become part of the body of public information and that, if released prematurely or in nonsummary form, may provide personal gain or advantage, further private interests, or adversely affect the competitive position of an individual or a business. *NOTE: This text is similar to text in Governor Dayton's (and other governors') Code of Conduct for Administration Officials.*

- ~~2.3.~~ 2.3. A Council member ~~should~~ shall not apply for employment and cannot be employed at the Metropolitan Council while a Council member or for at least one year from the last date of service as a Council member. This provision shall not prohibit a Council member from applying for or being appointed Chair of the Council. *NOTE: The additional text makes it clear that this "employment" provision does not prevent Council members from applying for the position of Council Chair and is consistent with state law that gives the Governor the exclusive right to appoint the Chair.*

4. Except for permitted “incidental and occasional personal” uses described below, Aa Council member ~~should~~ shall not use or allow the use of ~~the Council’s leased premises property, e-mail or computer systems,~~ equipment, ~~or~~ supplies, ~~including postage or other Council resources,~~ for the member’s private interests or for any other use not directly related to the member’s duties and responsibilities as a Council member. Incidental and occasional personal use of Council e-mail and internet access systems is permitted if the use does not interfere or disrupt business use of the system or result in incremental expense for the Council, and the use is not for political, religious, personal financial profit, or other promotional activities. *NOTE: This new text is based on language from the Council’s policy/procedure (4-6-3c) on e-mail and Intranet/Internet usage. Governor Dayton’s Code of Conduct for Administration Officials allows administration officials to “make reasonable use of state time, property, or equipment for personal communications to other persons” subject to conditions similar to those stated here.*
5. A Council member ~~should~~ shall not use or attempt to use his or her official position as a member to secure benefits, privileges, exemptions, or advantages for the member or for the member’s immediate family or for an organization with which the member is employed or associated. For the purposes of this Paragraph 5 and Paragraphs 7 and 8 “immediate family” means an individual whose relationship by blood, marriage, adoption, or partnership is not more remote than first cousin.
6. A Council member ~~should~~ shall not appear before or participate in any action or matter pending before any metropolitan agency, except in the capacity of a Council member or on behalf of the Council itself.
7. A Council member ~~should~~ shall not participate in any matter pending before the Council if that member or a person in the member’s immediate family or a business partner of the member or an organization that employs or is about to employ the member has a financial interest in the matter under consideration.
8. Persons that are part of a Council member’s immediate family may not be employed or otherwise engaged to perform services for the Council, unless the persons already were employed or otherwise engaged to perform services for the Council at the time the Council member was appointed to the Council.
9. A Council member ~~should~~ shall not use ~~the Council’s leased premises property, e-mail or computer systems, or Council~~ equipment, ~~or~~ supplies, ~~or other Council resources~~ for political activities. Further, a Council member ~~should~~ shall not, directly or indirectly, use ~~his or her~~ the member’s position or influence to compel any Council employee to apply for membership in or become a member of any political organization or to solicit funds for political purposes or to participate in any political activity.

~~For purposes of this Code, the terms confidential information and immediate family have the following meanings:~~

~~Confidential information means any confidential information obtained under government authority that has not become part of the body of public information and that, if released prematurely or in nonsummary form, may provide personal gain or advantage or further private interests or adversely affect the competitive position of an individual or a business.~~

~~Immediate family means spouse, child, parent, grandparent and spouses of such persons.~~

## ARTICLE II

### CONFLICTS OF INTEREST

1. A member who in the discharge of official duties would be required to take an action or make a decision that would substantially affect the member's financial interests or those of an associated business, unless the effect on the member is no greater than on other members of the Council member's business classification, profession, or occupation, must take the following actions:
  - (a) prepare a written statement describing the matter requiring action or decision and the nature of the potential conflict of interest;
  - (b) deliver copies of the statement to the Chair of the Council; and
  - (c) refrain from participating in any discussion or vote on the matter and otherwise attempting to influence Council members or staff on the matter for which the member has a potential conflict.

If a potential conflict of interest presents itself and there is insufficient time to comply with clauses (a) or (b), the member must orally inform the Chair of the potential conflict. For the purposes of this paragraph the term "associated business" means an association, corporation, partnership, limited liability company, limited liability partnership, or other organized legal entity from which the member receives compensation in excess of \$50, except for actual and reasonable expenses, in any month as a director, officer, owner, member, partner, employer, or employee, or whose securities the member holds are worth more than \$2,500 at fair market value. *NOTE: Paragraph 1 is a slightly modified version of the statutory conflict of interest provisions that apply to the Council and other "public officials."*

2. A member with a potential conflict of interest must comply with the reporting requirements of Minnesota Statutes, section 10A.07.
4. A member who is authorized to take part in any manner in making any sale, lease, or contract in their official capacity shall not voluntarily have a personal financial interest in that sale, lease, or contract, or personally benefit financially therefrom.

5. Even when no actual conflict of interest may exist under the statutory conflict of interest provisions or these Bylaws, the Council still must be concerned with the appearance of conflicts because the Council has a legitimate interest in ensuring public confidence in its decision-making processes and the integrity of its public actions. Accordingly, a Council member should not participate in Council deliberations, actions, or decisions, or attempt to influence Council members or staff, if the Council member is involved in circumstances which might give rise to an appearance of a conflict or create the appearance of impropriety. *NOTE: According to the Minnesota Supreme Court perceived conflicts can be as important as actual conflicts of interest. The Court has noted that public confidence in the system can be undermined when an obvious appearance of impropriety exists and said government agencies have a compelling interest in avoiding appearances of impropriety.*
6. Council members are subject to statutory provisions governing conflicts of interest (Minn. Stat. § 10A.07) and prohibited interests in contracts (Minn. Stat. § 471.87).
7. For the purposes of this *Code of Ethics for Metropolitan Council Members* the terms “Council member” and “member” include the Chair of the Metropolitan Council.

Adopted by the Metropolitan Council September 26, 1991  
Amended by the Metropolitan Council \_\_\_\_\_, 2018