

M Management Committee

For the Metropolitan Council Meetings of July 11 and 25, 2012

Item: 2012-140

ADVISORY INFORMATION

Date Prepared: July 5, 2012

Subject: Proposed Bylaws Amendments

Proposed Action

That the attached proposed amendments to the Council Bylaws be given their first reading at the July 11, 2012 Council meeting and final adoption at the July 25, 2012 Council meeting.

Summary of Committee Discussion / Questions

Deputy General Counsel Dave Theisen presented the proposed Bylaws amendments which initially were discussed by the Committee at its May 23 meeting. At its May 23 meeting, the Committee indicated, that before it made any recommendations about the amendments, it wanted an opportunity to review the revised role for the Litigation Review Special Committee that was proposed to occur in conjunction with Bylaws amendments delegating litigation and claims management authority to the Chair and Regional Administrator, in consultation with the General Counsel.

A motion to recommend the proposed Bylaws amendments was made, seconded, and passed unanimously.

Note: The Council's Bylaws state: "The Bylaws 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." The proposed amendments are presented to the Council at this meeting for the initial "hearing."

Proposed Bylaws Amendments

The proposed Bylaws amendments are attached (**Attachment A**). Proposed changes are shown in redline format.

Proposed Litigation Review Committee Resolution

The Committee discussed the attached "Resolution Authorizing the Litigation Review Committee to Oversee and Monitor Litigation and Claims Matters" (**Attachment B**) at its June 27 meeting because the resolution relates to the litigation and claims management provisions of the proposed bylaws amendments. If adopted, this resolution would make the Litigation Review Special Committee a standing committee with responsibility for monitoring and reviewing pending and potential litigation and claims matters. This proposed resolution will be a separate business item on the Council's July 25 meeting agenda.

Management Committee

For the Metropolitan Council Meetings of July 11 and 25, 2012

Meeting date: June 27, 2012

ADVISORY INFORMATION

Date: June 19, 2012

Subject: Proposed Bylaws Amendments (revised)

District(s), Member(s): All

Policy/Legal Reference: Minnesota Statutes sections 473.123, 473.125 and 473.127

Staff Prepared/Presented: Donald J. Mueting, General Counsel 651.602.1463

Division/Department: Office of General Counsel

Proposed Action

That the Management Committee recommend Council approval of the proposed Bylaws amendments as reflected in the attached revised draft.

Background

In addition to statutory provisions, the governing body of the Council and the conduct of Council business are governed by bylaws adopted by the Council. The Bylaws have not been amended or modified since mid-2000. 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 non-minor changes are shown in italicized blue font. Clerical (non-substantive) changes such as new headings and re-numbering are not shown in redline format. The non-minor changes are:

Article I; Officers. The number of officers is reduced to two: the Chair and a Vice-Chair. The Vice-Chair would be appointed by the Chair (subject to Council confirmation) rather than elected. The provision on "succession" was revised to reflect a reduced number of officers.

Article III; Committees. The names of the standing committees were updated to reflect the Council's current standing committees and to include the litigation review committee as a standing committee. No other substantive changes are proposed in this article.

Article IV; Administration of the Council. Provisions (consistent with state law) regarding the appointment of the Regional Administrator and the General Counsel were added. Proposed changes clarify the authority to designate an acting Regional Administrator or an acting General Counsel when vacancies occur in those positions. A new provision authorizes the Regional Administrator to appoint a Deputy Regional Administrator. A provision outlining the duties of the Recording Secretary was added. Finally, a provision that simplifies and streamlines the management and resolution of litigation was added.

These proposed Bylaws amendments were discussed by the Management Committee at its May 23 meeting but were tabled for further discussion when the Committee has more information on proposed changes to the role of the Litigation Review Special Committee.

The attached proposed Bylaws amendments contain minor changes from the draft previously reviewed by the Committee: text was added to make it clear special meeting agenda may not be amended "to add new business or information items"; and the "litigation review" committee was added to the list of standing committees.

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.

Funding

No funding implications or impacts.

Known Support / Opposition

N/A

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BYLAWS OF THE METROPOLITAN COUNCIL

ARTICLE I

OFFICERS

- A. **Council Officers.** The officers of the Council are the Chair, ~~the First and the~~ Vice-Chair; ~~the Second Vice-Chair, the Treasurer and the Secretary.~~ The Chair, ~~First and~~ Vice-Chair ~~and Second Vice-Chair~~ must be members of the Council. The Council's Chief Financial Officer shall be the Council's Treasurer ~~and Secretary may be Council employees.~~
***NOTE:** This reduces the number of officers and reflects the fact that the Second Vice-Chair has been called upon to perform duties as an officer only infrequently. The Treasurer position is retained because Minnesota Statutes chapter 473 contains several references to the Council's "treasurer." Since 2007 the Council has "elected" its CFO as its Treasurer.*
- B. **Appointment of Vice Chair.** ~~The officers, other than the Chair, shall be elected annually at the first regular Council meeting in February or as soon thereafter as possible. Prior to the election meeting, the Chair shall appoint a committee of Council members to nominate candidates for First Vice Chair, Second Vice Chair, Treasurer and Secretary. The nominating committee shall report to the Council at the election meeting. After the report of the nominating committee but prior to the election, additional nominations by members will be permitted. 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.~~ ***NOTE:** These proposed changes streamline the process for appointing a Vice Chair. The current "election" process sometimes was cumbersome, especially when there was a change of Administration and many new members were appointed to the Council which made it difficult to meet the February target.*
- C. **Vice Chair Term; Vacancy.** ~~Officers, other than t~~The Vice-Chair, shall serve a one year term or until ~~their~~ the Vice-Chair's successor ~~are elected is appointed and confirmed.~~ The term of office shall be effective at the close of the meeting at which the ~~officers are elected~~ Vice-Chair is confirmed. ~~No member may hold more than one office at a time.~~ In the event of a vacancy in ~~one of the officer~~ the Vice-Chair positions, 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. Recommending to the Council for its approval, the chair and members of all standing, special and advisory committees, task forces and work groups;

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5. 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 ~~cable communications~~ channel entity under Minnesota Statutes section 238.43, subdivision 5;
6. Presiding at Council meetings and meetings of the Committee of the Whole;
7. 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
8. Directing the preparation of the agenda for all Council and committee meetings.

E. Vice-Chair Duties; Succession. The ~~First~~ Vice-Chair shall exercise the duties and responsibilities of the Chair whenever the Chair is unable or unavailable to serve ~~because of illness or disability or is absent from the seven-county metropolitan area~~. The ~~Second Vice-Chair~~ Chair of the Management Committee shall exercise the duties and responsibilities of the Chair whenever both the Chair and the ~~First~~ Vice-Chair are unable or unavailable to serve ~~because of illness or disability or are absent from the seven-county metropolitan area~~. The ~~Secretary~~ Chair of the Transportation Committee shall exercise the duties and responsibilities of the Chair whenever the Chair, ~~First the~~ Vice-Chair, and ~~Second Vice-the Management Committee~~ Chair are unable or unavailable to serve ~~because of illness or disability or are absent from the seven-county metropolitan area~~. In addition, any ~~officer~~ 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: Changes to the first sentence will reflect that sometimes the Chair or Vice Chair may be unavailable for reasons other than absence from the seven-county area or because of illness or disability. These succession provisions reflect the changes to the officers above and ensure Council meetings can occur when both the Chair and the Vice Chair are unavailable.***

~~6. The Treasurer shall oversee the Council's budget and investments.~~

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.

ARTICLE II

COUNCIL AND COMMITTEE OF THE WHOLE MEETINGS

A. Regular Meetings. Regular 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.

1. **Quorum.** Nine members of the Council shall constitute a quorum.

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2. **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.
3. **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 minute presentation);
 - 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; ~~and~~
 - k. [Report of the General Counsel; and](#) **NOTE: This Paragraph k. is consistent with how the Council typically conducts its regular meetings.**
 - l. Motion to adjourn.
4. **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 vote entered in the minutes.
5. **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

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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; ~~however, such items may be added to~~ 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. **NOTE:** *This new sentence is consistent with the requirements of the Minnesota Open Meeting Law.*
- C. Committee of the Whole Meetings.** Regular 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 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.
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. **NOTE:** *This new sentence is consistent with the requirements of the Minnesota Open Meeting Law.*

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ARTICLE III

COMMITTEES

- A. **Standing Committees.** The following standing committees are established: ~~regional growth policy,~~ environment, transportation, ~~rail transit, livable communities, 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:** *These changes reflect the current names of the four standing committees and are consistent with Minnesota Statutes section 473.123, subdivision 4(c) which requires each Council member to serve on at least “one division committee for transportation, environment, or community development.”*
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. **NOTE:** *Historically, the Council Chair has recommended committee vice chairs even though the Bylaws currently do not mention vice chair.*
 2. **Regular and Special Committee Meetings.** Except when a meeting date falls on a legal holiday, 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.
 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. 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.
 4. **Consent List.** 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; ~~however, such items may be added at regular meetings to~~ and shall remain on the committee’s agenda for consideration.
- B. **Advisory Committees.** The Council may establish advisory committees and appoint advisory committee chairs and members as follows:

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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. 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; 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.
7. ***Conduct of Meetings.*** Advisory committees shall operate in accordance with *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.

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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.
3. **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.
4. **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.
5. **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.
6. **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.
NOTE: *This quorum provision is consistent with the Bylaws provision governing standing committee quorums.*

ARTICLE IV

ADMINISTRATION OF THE COUNCIL

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

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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;
3. **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~~;~~ ~~and~~
4. **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 Regional Administrator if the Regional Administrator position becomes vacant.
NOTE: This new provision tracks the language of the statute that authorizes the Council to appoint a Regional Administrator. Historically, the Chair has designated an acting Regional Administrator when that position became vacant. The last sentence will clarify the Chair's authority to make that designation.

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. *NOTE: This new provision will "codify" the Council's practice of appointing an Associate Regional Administrator or a 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 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 provision is consistent with the revisions to Article I that remove the Secretary as an officer of the Council and "codifies" the practice of having the Recording Secretary designated by the Regional Administrator. The first new sentence attempts to establish a single depository for delegations of authority.*

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. The Chair or Regional Administrator may designate an acting

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General Counsel in the event of a vacancy in the office of General Counsel. **NOTE:** This new provision tracks the language of the statute that authorizes the Council to appoint a General Counsel. Historically, the Regional Administrator has designated an acting General Counsel when the General Counsel position became vacant. The last sentence will clarify the Regional Administrator's authority to make that designation.

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. ~~All disbursements shall be by check on a Council depository. Each Council check shall be signed by the Chair and Regional Administrator, or by the Chair and a staff member designated by the Council. Facsimile signatures may be used to sign checks.~~ **NOTE:** *The deleted text does not reflect electronic banking and payment practices.*

~~5. The Associate Regional Administrator is custodian of the Council's petty cash fund(s) and is authorized to establish and to replenish such fund(s), as necessary, from the Council's revenues. The Associate Regional Administrator may delegate the responsibility for administering the fund. **NOTE:** The Council does not have an Associate Regional Administrator and has not had one for several years. Paragraph B.1 above authorizes the appointment of a Deputy Regional Administrator.~~

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 redelegation 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. **NOTE:** *This new provision will simplify and streamline the process for managing litigation against the Council or initiated by the Council, and simplify the resolution of representation conflict matters.*

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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 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.

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 _____, 2012

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 the Vice-Chair position, 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. Recommending to the Council for its approval, the chair and members of all standing, special and advisory committees, task forces and work groups;
 5. 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;
 6. Presiding at Council meetings and meetings of the Committee of the Whole;
 7. 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
 8. Directing the preparation of the agenda for all Council and committee meetings.

- 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. 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.
- 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.

ARTICLE II

COUNCIL AND COMMITTEE OF THE WHOLE MEETINGS

- A. Regular Meetings.** Regular 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.
1. **Quorum.** Nine members of the Council shall constitute a quorum.
 2. **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.
 3. **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 minute presentation);
 - 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.
4. ***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 vote entered in the minutes.
5. ***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.
- C. Committee of the Whole Meetings.** Regular 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 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.

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.

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.
 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, 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.

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. 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.
4. **Consent List.** 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.

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. 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; 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.
7. **Conduct of Meetings.** Advisory committees shall operate in accordance with *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.
3. **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.
4. **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.

5. **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.
6. **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.

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;
 3. **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.
 4. **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 Regional Administrator if the Regional Administrator position becomes vacant.
 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.

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 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.
- 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. The Chair or 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 redelegation 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.

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 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.

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 _____, 2012

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METROPOLITAN COUNCIL
390 Robert Street North • Saint Paul, Minnesota 55101-1805

RESOLUTION NO. 2012-___

RESOLUTION AUTHORIZING THE LITIGATION REVIEW COMMITTEE TO OVERSEE AND MONITOR LITIGATION AND CLAIMS MATTERS

WHEREAS, Minnesota Statutes section 473.123, subdivision 1 places the Metropolitan Council (“Council”) under the general supervision and control of a seventeen-member governing body; and

WHEREAS, the operation and maintenance of its regional wastewater treatment and transit systems and the performance of its regional planning functions and other responsibilities give rise to significant numbers of contract, personal injury, employment and other types of claims that involve the Council in litigation and administrative proceedings on an ongoing basis; and

WHEREAS, at its June 13, 1996 (Resolution No. 96-17) regular meeting the governing body of the Council established a Litigation Review Special Committee with certain settlement authority so the Council could “respond and resolve litigation matters and claims in an efficient manner, assist the Council in performing its duties and responsibilities, and permit the governing body of the Council to focus its attention on those matters which may affect Council policies and have substantial financial consequences for the Council”; and

WHEREAS, at its June 13, 1996 (Resolution No. 96-18) regular meeting the governing body of the Council also delegated certain litigation and claims settlement authority to its Regional Administrator and authorized the Regional Administrator to re-delegate settlement authority to appropriate Council staff subject to certain limitations and conditions; and

WHEREAS, at its ____, __ 2012 regular meeting the Council amended its Bylaws and authorized its Chair and Regional Administrator, in consultation with the General Counsel, to exercise certain litigation and claims management authorities on behalf of the Council; and

WHEREAS, the governing body of the Council reserves to itself the right to exercise discretionary or legislative powers granted to it by the Legislature but finds: (1) it is both in the public interest and necessary for the efficient resolution of litigation and claims matters to delegate certain litigation and claims management responsibilities; and (2) it is appropriate and prudent for the Council to monitor and review on an ongoing basis the exercise of the litigation and claims management authorities that have been delegated to the Chair, the Regional Administrator and the General Counsel by the Council’s Bylaws.

NOW THEREFORE, BE IT RESOLVED:

1. **Committee Charge.** The Litigation Review Committee (“Committee”) shall be responsible for monitoring and reviewing pending and potential litigation and claims matters involving the Council. The General Counsel and the Director of Risk Management and Claims (or their designees) shall report to the Committee, at its regularly scheduled meetings, on pending and potential litigation and claims matters involving the Council, as determined by the Committee. In addition to the matters which are the subject of such reports, in

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consultation with the Committee Chair, the Regional Administrator, the General Counsel and the Director of Risk Management and Claims may bring pending litigation matters or claims to the Committee for its consideration and recommendations. In its discretion and in consultation with the Chair of the Council, the Committee may refer to the governing body of the Council for consideration or action matters that may have significant policy implications or substantial financial consequences.

2. **Membership; Terms.** The Committee shall consist of four members who shall be appointed in accordance with the Council's Bylaws. One member shall serve as the Chair of the Committee and shall preside at Committee meetings. One member shall be designated Vice-Chair and shall preside at Committee meetings during absences of the Committee Chair or upon request of the Committee Chair. Committee members shall serve one-year terms, or until the members' successors are appointed. A Committee member may serve consecutive terms. Council members not serving on the Committee may attend and participate in meeting discussions but may not vote or be counted for the purposes of making a quorum.
3. **Meeting Schedule; Quorum.** Unless cancelled by the Committee Chair, the Committee shall meet quarterly, but may meet more frequently if deemed necessary or appropriate by the Committee Chair. Subject to the requirements of the Minnesota Open Meeting Law, the time and place of the Committee's regular meetings may be adjusted as determined by the Committee Chair and as specified in the notice for each meeting. Two members shall constitute a quorum of the Committee.
4. **Agendas.** The agenda for each Committee meeting shall be established by the Committee Chair and shall be sent to the Committee members prior to the meeting.
5. **Conduct of Meetings.** Committee meetings shall be conducted in accordance with the rules contained in the most current edition of *Robert's Rules of Order Newly Revised*, unless the Committee deems it expedient to waive the rules and conduct the meetings in an informal manner. The Committee Chair shall conduct Committee meetings in a manner consistent with the discussion of attorney-client privileged matters and other confidential information. The Committee may discuss with Council attorneys and staff attorney-client privileged matters related to pending civil legal actions and threatened litigation and may seek legal advice regarding specific acts and their consequences. During any meeting closed to the public for the purposes of considering litigation, litigation strategy and settlement, the Committee shall not seek general legal advice or discuss issues not related to the pending or threatened litigation.
6. **Open Meeting Law Requirements.** Committee meetings shall be conducted in accordance with the Minnesota Open Meeting Law. Notices of Committee meetings shall be published or posted in accordance with Minnesota Open Meeting Law requirements and general Council policies and procedures. When appropriate and necessary, and consistent with the requirements of the Minnesota Open Meeting Law and other applicable law, the Committee may close any of its meetings (or portions of any meetings) to discuss attorney-client privileged matters and other matters for which meetings may be closed.
7. **Recording Secretary.** The General Counsel shall designate a Recording Secretary to assist the Committee in carrying out the Committee's responsibilities.

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8. ***Liability Limitations; Immunities.*** By delegating litigation management authority in Article IV, Section F of the Council Bylaws and oversight and review authority under this resolution the Council: (a) does not waive any liability limitations, defenses or immunities available to it under Minnesota Statutes Chapter 466 or other applicable state or federal statutes or laws; and (b) expressly reserves its right to assert all liability limitations, defenses and immunities available to the Council under applicable state and federal law.
9. ***Previous Resolutions Rescinded.*** This resolution supersedes and rescinds the following Council resolutions and all re-delegations of authority made pursuant to those resolutions:

Metropolitan Council Resolution No. 2010-10 (*Resolution Delegating Litigation and Claims Settlement Authority to the Litigation Review Special Committee*) (April 28, 2010);

Metropolitan Council Resolution No. 2000-10 (*Resolution Authorizing the Council's Regional Administrator to Assert or Recover Claims and to Commence Certain Types of Proceedings on Behalf of the Metropolitan Council*) (March 22, 2000);

Metropolitan Council Resolution No. 96-18 (*Resolution Delegating Authority and Conferring Authority on the Council's Regional Administrator to Settle Litigation and Claims Involving the Council*) (June 13, 1996); and

Metropolitan Council Resolution No. 95-26 (*Resolution Delegating Authority and Authorizing Certain Council Staff Who Are Not Attorneys to Represent the Council in Conciliation and Small-Claims Courts*) (April 27, 1995).

Adopted this ____th day of _____, 2012.

Susan Haigh, Chair

Emily Randleman, Recording Secretary