

**BYLAWS
OF THE
SOUTH WASHINGTON COUNTY
TELECOMMUNICATIONS COMMISSION**

**ARTICLE I
Name**

The name of this organization shall be the South Washington County Telecommunications Commission (the "Commission").

**ARTICLE II
Mission**

The Commission is a municipal joint powers commission created by the South Washington County Telecommunications Commission Joint and Cooperative Agreement (the "Joint Powers Agreement") pursuant to Minnesota Statutes Sections 238.08 and 471.59, as amended. The mission of the Commission shall be to govern and facilitate, in the public interest, telecommunications in South Washington County, and/or any other mission identified in the Joint Powers Agreement.

**ARTICLE III
Members, Directors and Administrator**

Section 1. Members. Any municipality or township, which is a Member of the Commission in accordance with the terms of the Joint Powers Agreement. Currently, the Minnesota cities of Newport, St. Paul Park, Woodbury, and Cottage Grove, and the township of Grey Cloud Island are Members.

Section 2. Withdrawal from Membership. Withdrawal from Membership shall be done in accordance with the provisions of the Joint Powers Agreement.

Section 3. Directors and Alternates. Directors and Alternates are appointed and have the powers and duties pursuant to the provisions of the Joint Powers Agreement. All Directors and Alternates shall be appointed to serve a two-year term. Prior to the end of the two-year term, the Member city or township must re-appoint the Director or Alternate to an additional two-year term. Failure to be re-appointed shall be deemed a removal, pursuant to Minnesota Statutes Section 351.02. A Director or Alternate shall be prohibited from being employed or contracting with the Commission.

Section 4. Administrator. The Commission may employ an Administrator to accomplish the Commission's powers and duties. The Administrator shall perform the duties contained in these bylaws and any other duties delegated by the Commission. The Administrator shall report directly to the Chair.

Article IV Officers

Section 1. Officers and Duties. The officers of the Commission shall consist of a Chair, Vice-Chair, a Treasurer, and a Secretary. These officers shall perform the duties prescribed by these bylaws, the Joint Powers Agreement, and by the parliamentary authority adopted by the Commission. Only a Commission Director may serve as an Officer. The office of Chair shall rotate among Directors from each of the Members. Additionally, the Vice-Chair shall not represent the same Member as the Chair. The Chair shall have primary responsibility for seeing that all orders and resolutions of the Commission are carried into effect. The Chair shall be an ex-officio member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of mayor or chief executive officer of a municipality.

Section 2. Nomination Procedure, Time of Elections. At the regular meeting held in September, a nominating committee of 3 members shall be appointed by the Chair. It shall be the duty of this committee to nominate candidates for the offices to be filled at the annual meeting in November. The nominating committee shall report at the annual meeting. Before the election at the annual meeting, additional nominations from the floor shall be permitted.

Section 3. Election, Term of Office. Officers may be elected by *viva-voce* (voice vote), where a candidate(s) is unopposed, otherwise, officers shall be elected by ballot to serve for one year or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

Section 4. Office-Holding Limitations. No Member shall hold more than one office at a time, and no member shall be eligible to serve more than two consecutive terms in the same office.

Section 5. Annual Meeting. The regular November meeting of the Commission shall be known as the annual meeting. At the annual meeting, the Commission shall receive the annual reports of the officers and standing committees (if any), elect officers, and conduct any other items of business that the Joint Powers Agreement may prescribe, besides any ordinary Commission business items. Officers will be seated immediately following the annual meeting.

ARTICLE V Meetings

Section 1. Regular Meetings. Regular meetings of the Commission shall be held on the fourth Thursday of each month every two months commencing in January at a location designated by the Commission. Any regular meeting falling upon a holiday shall be held on the next following business day at the same time and place. The Administrator shall maintain a schedule of regular meetings. This schedule shall be available for public inspection during regular business hours at the Commission's office.

Section 2. First Meeting of the Year. At the first regular Commission meeting of each year, the Commission shall do the following:

1. Select, by resolution, a newspaper of general circulation as the Commission's official newspaper in which the Commission will publish ordinances and other matters as required by law;
2. Select an official depository, by resolution, for city funds;
3. Review the Commission's bylaws or rules of procedure, and make any necessary changes by resolution or motion;
4. Approve official bonds and letters of credit that have been filed with the Administrator.

Section 3. Special Meetings. The Chair or any two Commission Directors may call a special meeting of the Commission upon at least 24-hours written notice to each Commission Director. This notice shall be delivered personally to each Commission Director, or left at the Commission Director's usual place of residence with a responsible person. Similar written notice shall be mailed, in accordance with the open meeting law, to those who have requested notice of such special meetings. The request must be in writing and filed with the Administrator, designating an official address where notice may be mailed. Such request will be valid for one year.

Section 4. Emergency Meetings. The Chair or any two Commission Directors may call an emergency meeting when circumstances require the immediate consideration of the Commission. Notice may be in writing personally delivered to Commission Directors or may be in the form of personal telephone communication. Notice must include the date, time, place, and purpose of such a meeting. Where practical, the Administrator shall make an effort to contact news gathering organizations that have filed a request to receive notice of special meetings.

Section 5. Public Meetings. Except as otherwise provided in the open meeting law, all Commission meetings, including special, emergency, and adjourned meetings and meetings of all Commission committees shall be open to the public.

Section 6. Quorum and Attendance. A quorum shall be established pursuant to the Joint Powers Agreement. If a quorum is not present at any meeting, those present shall have the power to adjourn the meeting to another date and time until the requisite number of representatives or alternates shall be present to constitute a quorum. At any such reconvened meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

Section 7. Voting. Voting shall be in accordance with the Joint Powers Agreement.

Section 8. Notice. Notice of all meetings of the Commission and its committees shall be in accordance with the Joint Powers Agreement. Written notice of all meetings of the Commission shall be sent to all Directors, Alternates and everyone on the official distribution list, as the same may appear on the records of the Secretary. Meeting notices shall be provided to all member municipality offices to be posted according to policies of the open meeting law.

Section 9. Order of Business. Each meeting of the Commission shall convene at the time and place appointed. Commission business shall be conducted in the following order:

- Call to order
- Roll call
- Approval of agenda
- Public comment
- Consent agenda
- Reports from franchised cable operator(s)
- Reports of officers and committees
- Reports from staff and administrative officers
- Ordinances and resolutions
- Unfinished business
- New business
- Commission comments and Requests
- Adjournment

Section 10. Varying Order. The order of business may be varied by the presiding officer, but all public hearings shall be held at the time specified in the notice of the hearing.

Section 11. Agenda. The Administrator shall prepare an agenda of business for each regular Commission meeting and file a copy in the office of the Administrator not later than five (5) days before the meeting. The agenda shall be prepared in accordance with the order of business and copies shall be delivered to each Commission Director, Alternates and everyone on the official distribution list as far in advance of the meeting as time for preparation will permit. No item of business shall be considered unless it appears on the agenda for the meeting or is approved for addition to the agenda by a unanimous vote of the Commission Directors present.

Section 12. Consent Agenda. The Commission may establish a consent agenda containing routine, non-controversial items that need little or no deliberation. The Administrator or the person responsible for placing items on the agenda prepares the consent agenda. By a majority or higher vote, the Commission can approve all actions on the consent agenda with one vote. If a Commission Director objects to an item being placed on the consent agenda, it should be removed and acted upon as a separate regular agenda item.

Section 13. Minutes. Minutes of each Commission meeting shall be kept by the Administrator or such other person designated by the Commission. In the absence of any designated person, the presiding officer shall appoint a secretary *pro tem*. Ordinances, resolutions, and claims need not be recorded in full in the minutes if they appear in other permanent records of the Administrator and can be accurately identified from the description given in the minutes.

Section 14. Approval of Minutes. The minutes of each meeting shall be reduced to typewritten form, shall be signed by the Administrator, and copies shall be delivered to each Commission Director and Alternate as soon as practicable after the meeting. At the next regular meeting following such delivery, approval of the minutes need not be read aloud, but the presiding officer shall call for any additions or corrections. If there is no objection to a proposed addition or

correction, it may be made without a vote of the Commission. If there is an objection, the Commission shall vote upon the addition or correction. If there are no additions or corrections, the minutes shall stand approved.

Section 15. Publication of Minutes. The Administrator shall publish a condensed version of the official minutes within 30 days of a regular or special meeting which includes a summary of the action on motions, resolutions, ordinances, and other official proceedings, or, in the alternative, the Commission may mail, at Commission expense, a copy of the minutes to any resident upon request.

Article VI The Executive Committee

Section 1. Executive Committee Composition. The four (4) officers of the Commission shall constitute the Executive Committee.

Section 2. Executive Committee's Duties and Powers. The Executive Committee shall have general supervision of the affairs of the Commission between its meetings, fix the hour and place of meetings, make recommendations to the Commission, and perform such other duties as are specified in these bylaws. The Executive Committee may discuss any matter consistent with the Mission of the Commission. The Executive Committee shall be subject to the orders of the Commission, and none of its acts shall conflict with action taken by the Commission.

Section 3. Executive Committee Meetings. Unless otherwise ordered by the Commission, regular meetings of the Executive Committee shall be held on the fourth Thursday every two months commencing in February. A majority of the members of the Executive Committee shall constitute a quorum. Each member of the Executive Committee shall have one vote at any meeting of the Executive Committee. Executive Committee action shall require the affirmative vote of a majority of its members present. The Executive Committee shall also meet at the call of the Chair or two members of the Executive Committee. Notice of an Executive Committee meeting shall be given in accordance with the opening meeting law. Copies of all minutes of the Executive Committee meetings shall be sent to all Directors and Alternates.

ARTICLE VII Committees

Section 1. Committee Creation. The Commission may create such committees, standing or special, as it deems necessary. Committees shall consist of as many members and perform such duties, as the Commission may require.

Section 2. Referral and Reports. Any matter brought before the Commission for consideration may be referred by the presiding officer to the appropriate committee or to a special committee that the presiding officer appoints for a written report and recommendation before it is considered by the Commission as a whole. A majority of the members of the committee shall sign the report and file it with the Administrator prior to the Commission meeting at which it is to be submitted. Each committee shall act promptly and faithfully on any matter referred to it.

**Article VIII
Parliamentary Authority**

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Commission and all of its committees in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the Joint Powers Agreement, and any special rules of order the Commission may adopt.

**Article IX
Amendment of Bylaws**

These bylaws may be suspended or amended at any regular meeting of the Commission by a majority vote of the members present and voting; provided however that any amendment must be submitted in writing at the previous regular meeting.

**Article X
Conflict of Laws**

In any instance where these bylaws are in conflict with the Joint Powers Agreement, the Joint Powers Agreement shall control.

Passed by unanimous vote of the Commission on December 2, 2004

By:

Chair, Wendy Chretien

ATTEST:

By:

Administrator, Fran Hemmesch