

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

**Article 1  
Authority**

The South Washington County Telecommunications Commission (the “Commission”), is a municipal joint powers entity that is authorized to adopt rules of procedure and provide for order at their meetings pursuant to the South Washington County Telecommunications Commission Amended Joint and Cooperative Agreement for the Administration of Cable Communications Franchises (the “Joint Powers Agreement”), and by Minnesota Statutes Sections 238.08, Subd. 5, 412.191, and 471.59, as amended.

**Article 2  
Purpose**

The purpose of these Bylaws is to set the groundwork for orderly and respectful communications between and among Commission Directors and Alternates, Commission staff, and citizens, to promote the efficient working of the public’s business at Commission meetings.

**Article 3  
Definitions and Conflict Resolution**

The definitions contained in the Joint Powers Agreement, are hereby incorporated by reference. To the extent there are any conflicts between the Joint Powers Agreement and the Bylaws, the Joint Powers Agreement shall control.

**Article 4  
The Open Meeting Law**

Section 1. General Requirements and Purposes. The Minnesota Open Meeting Law, Minnesota Statutes Chapter 13D, generally requires that all meetings of public bodies be open to the public. This presumption of openness serves three basic purposes:

1. To prohibit actions from being taken at a secret meeting, where it is impossible for the interested public to become fully informed concerning decisions of public bodies, or to detect improper influences.
2. To ensure the public’s right to be informed.
3. To afford the public an opportunity to present its views to the public body.

Section 2. Meetings Open to Public. The Commission views providing and encouraging citizen access to Commission meetings as one of its most important duties. As a result, all Commission and Commission committee meetings, including special and adjourned meetings,

with the exception of closed meetings, as provided by Minnesota Statutes Chapter 13D, shall be open to the public.

Section 3. Calculation of Notice. In calculating the number of days for providing notice under the Minnesota Open Meeting Law, the first day that the notice is given is not counted, but the last day is counted. If the last day is a Saturday, Sunday, or legal holiday, that day is omitted from the calculation and the following day is considered the last day (unless, it happens to be a Saturday, Sunday, or legal holiday).

Section 4. Copies of Meeting Materials. Unless otherwise provided in the Minnesota Open Meeting Law, at least one copy of the written materials made available to the Commission at or before the meeting shall also be made available for inspection by the public, excluding any non-public data, attorney-client privileged data, or materials related to agenda items of closed meetings.

**Article 5**  
**Members, Directors and Administrator**

Section 1. Member Cities. Any municipality or township, which is a Member City 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 Member Cities.

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. Directors and Alternates shall conduct themselves consistent with the attached **Exhibit A** (Decorum of Commission Directors). 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. The title of the Administrator may be either “Administrator” or “Executive Director.”

**Article 6**  
**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 Vice-Chair shall not represent the same Member as the Chair. The Chair shall act as the presiding officer at all Commission meetings consistent with the attached **Exhibit B** (Presiding Officer) and 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 (if any) 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 November, 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. 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 January 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 7 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 Thursday at the same time and place, or at such other time and place as set by the Commission. 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 from different Member Cities 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 from different Member Cities 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. The public may provide public comment at Commission meetings consistent with the attached **Exhibit C** (Public Comment at Commission Meetings). Public Hearings shall be conducted consistent with the attached **Exhibit D** (Public Hearings).

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 8 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 General Purpose of the Commission as contained in the Joint Powers Agreement. 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 9 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 10 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 11**  
**Amendment of Bylaws**

These bylaws may be amended at any regular meeting of the Commission in accordance with Article VII, Section 3 (Voting) of the Joint Powers Agreement; provided however that any amendment must be submitted in writing at the previous regular meeting.

Passed by unanimous vote of the Commission on February 25, 2021.

By:

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Chair, Robert James

ATTEST:

By:

\_\_\_\_\_  
Administrator, Mark Martinez

Prepared By:

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**Exhibit A**  
**Decorum of Commission Directors**

Section 1. Aspirational statement: All Commission Directors shall assist the presiding officer in preserving order and decorum and in providing for the efficient operation of the meeting.

Section 2. Aspirational statement: No Commission Director shall engage in conduct which delays or interrupts the proceedings or which hinders honest, respectful discussion and debate.

Section 3. Aspirational statement: Commission meetings shall be conducted in a courteous manner that recognizes the validity of differing points of view and promotes the ideal of democratic discussion and debate free of insult, slander, and personal attacks and threats.

Section 4. To effectuate these aspirational goals, Commission Directors shall conduct themselves at Commission meetings in a manner consistent with the following:

1. No Commission Director shall engage in private conversation or pass private messages while in the chamber in a manner so as to interrupt the proceedings of the Commission.
2. No Commission Director shall leave his or her seat or make any noise of disturbance while a vote is being taken and until the result of the vote is announced.
3. No Commission Director shall use profane or obscene words or unparliamentary language or use language that threatens harm or violence toward another person during a Commission meeting.
4. No Commission Director shall speak on any subject other than the subject in debate.
5. No Commission Director shall speak without being recognized by the chair; nor shall any Commission Director interrupt the speech of another Commission Director.
6. No Commission Director shall disobey the Commission rules of order and procedure adopted in Article 10 (Parliamentary Authority) of the Bylaws or a decision of the presiding officer on questions of order or practice or upon the interpretation of the rules of the Commission.
7. No Commission Director shall engage in disorderly conduct that disturbs or disrupts the orderly conduct of any meeting.

## **Exhibit B Presiding Officer**

The Chair shall preside at all meetings of the Commission, as the presiding officer.

Section 1. Role of the presiding officer. The presiding officer shall preserve order, enforce the Commission's rules of order and procedure as adopted in Article 10 of the Bylaws, and determine, without debate, all questions of procedure and order, subject to the final decision of the Commission on appeal as provided in Article 10 (Parliamentary Authority) of the Bylaws. The presiding officer shall determine which member has the right to speak and may move matters to a vote once the officer has determined that all members have spoken. The presiding officer may determine whether a motion or proposed amendment is in order and may call members to order.

Section 2. Adjourning meetings. If considered necessary, because of grave disorder, the presiding officer may adjourn or continue the meeting to another time or suspend the meeting for a specified time.

Section 3. Motions and voting. The presiding officer may make motions, second motions, speak on any questions, and vote on any matter properly before the Commission.

Section 4. Absences of the presiding officer. In the absence of the Commission Chair, the Vice Chair shall preside. In the absence of both the Chair and the Vice Chair, the Commission's Administrator shall call the meeting to order. The first order of business shall be to select a presiding officer for the meeting from the members present. The Commission's Administrator shall preside until the Commission Directors present choose a member to act as presiding officer.

Section 5. Temporary designation of a presiding officer. The presiding officer may choose to designate a temporary presiding officer before participating in debate on a given matter. In the alternative, the Commission may by majority vote designate a temporary presiding officer to preside over the debate on a given matter. The presiding officer shall resume presiding as soon as action on the matter is concluded.

## **Exhibit C**

### **Public Comment at Commission Meetings**

Section 1. Public participation and comment at Commission meetings. Commission meetings are the forum for the Commission to conduct the Commission's business. While Commission meetings are open to the public pursuant to the Minnesota Open Meeting Law, they are not a forum for public expression. As such, members of the public are not allowed to participate in Commission discussion and debate without a specific invitation and/or formal recognition by the presiding officer. Members of the public shall not applaud, engage in conversation, or engage in other behavior through words or action that may disrupt the proceedings of Commission.

Section 2. Directions of Presiding Officer. Members of the public shall follow the direction of the presiding officer. Members of the public who do not follow the direction of the presiding officer will be warned that further disruptive conduct will result in removal from the meeting. After warning, if the conduct continues, the presiding officer may ask the member of the public to leave the meeting room.

Section 3. Public comment period. A limited forum for members of the public to speak with the Commission is provided on the agenda. Public comments during the public comment period are subject to these limitations:

1. Speakers must be recognized by the presiding officer before speaking and are limited to three minutes for comment.
2. When multiple speakers appear to speak on the same topic, comments should not be repetitive. The presiding officer may request speakers to appoint a spokesperson.
3. The presiding officer may place a time limit on the public comment period if necessary to allow for the conduct of Commission business. If there is not sufficient time at the meeting to hear all public comments, the comment period may be deferred to the next regular Commission meeting or at a continued meeting.
4. Speakers must sign up prior to speaking and provide a name, address, and brief summary of the subject matter they wish to address. The sign-up sheet will be available at the start of the Commission meeting.
5. Speakers must direct their remarks toward the presiding officer.
6. Speakers shall not use obscene, profane or threatening language, nor conduct themselves in a threatening, loud, or boisterous manner that disrupts the conduct of the meeting or the security of the public.
7. Speakers are required to follow the direction of the presiding officer.

8. Speakers who do not follow the direction of the presiding officer will be warned that further disruptive conduct will result in removal from the meeting. After warning, if the conduct continues the presiding officer may ask the speaker to leave.
9. The Commission will generally not respond at the same meeting where an issue is initially raised by a member of the public. Generally the matter will be referred to staff for further research and possible report or action at a future Commission meeting.

Section 4. A summary of these rules for public comment may be provided in the Commission meeting room.

## **Exhibit D Public Hearings**

Public hearings are sometimes required by law to allow the public to offer input on Commission decisions. When public hearings are required by law, notice shall be provided as required by state statute. Public hearings shall be commenced at the time advertised in any notice required by law.

Section 1. General procedure for public hearings. The order of business for all public hearings conducted by Commission shall be:

1. Opening comments by presiding officer announcing the purpose of the public hearing.
2. Presiding officer opens the public hearing portion of the meeting.
3. Staff presentation (including clerk/administrator, attorney, engineering reports if any).
4. Cable Operator/other presentation (if any).
5. Public comments.
6. Reading of written comments.
7. Presiding officer formally closes the public hearing portion of the meeting.

Section 2. Speakers who wish to address the Commission at a public hearing must follow the same rules in Exhibit C (Public Comment at Commission Meetings). However, the presiding officer may allow additional time for speakers, as required, to comply with applicable state law.

Section 3. Speakers may also provide written comments to the Commission before or at the meeting. Written comments shall be read aloud by the presiding officer or his or her designee as provided in Section 1(6). Anonymous, unsigned communications will not be read.

Section 4. The presiding officer may continue the hearing, if necessary.