

NORTH METRO MAYORS ASSOCIATION BYLAWS
(Revised Sept. 18, 2019)

ARTICLE I – NAME AND PURPOSE

Section 1. NAME

The name of the Joint Powers Organization shall be North Metro Mayors Association (hereinafter referred to as “Association”).

Section 2. PURPOSES

The purpose of this Joint Powers Organization shall be to establish an organization to promote transportation and economic development projects and to assist in conducting government functions effectively and efficiently in the member communities in the northern portion of the Minneapolis/St. Paul metropolitan area.

ARTICLE II – MEMBERSHIP

Section 1. REGULAR MEMBERS

The members of this Joint Powers Organization shall be cities that elect to enter into a "Joint Powers Agreement" (See attached) and who agree to abide by the terms and conditions of said Joint Powers Agreement.

Section 2. ASSOCIATE MEMBERS

The Association may receive financial contributions from counties, non-profit organizations, private associations, entities or financial institutions. The Association may make such counties, non-profit organizations, associations, entities or institutions associate members. Associate members may send representatives to Board meetings, but shall not be entitled to representation on the Board or have any voting rights.

ARTICLE III – MEETING OF MEMBERS

Section 1. MEETING OF THE MEMBERS OF THE ASSOCIATION

- 1) Annual Meetings: There shall be an annual meeting of the members of the Association between January 1 and April 30 of each year, at a time and place to be fixed and announced by the Board of Directors. Written notice of the time and place of the annual meeting shall be mailed or emailed to each regular member not less than ten days before the annual

meeting date, excluding the day of the meeting. The business conducted at the annual meeting shall include:

- a. Approval of minutes of previous meetings and election of Officers of the Association.
 - b. Consideration of proposed amendments to the Bylaws, of which due notice has been given in accordance with these Bylaws.
 - c. Other business as appropriate.
- 2) Regular Meetings: Regular meetings shall be held up to six times per year. Regular meetings may occur as a result of: (1) a meeting schedule adopted by the Board of Directors, (2) at the call of the President, (3) at the request of the Chair of the Operating Committee, or (4) at the request of the Executive Director. An agenda for a regular meeting shall specify the business proposed to be transacted at such meeting. The Executive Director shall make suitable arrangements for the meeting to be held within thirty days of a request by the President, Chair of the Operating Committee or Executive Director. Written notice of any regular meeting and of the specific matters to be considered at the meeting shall be mailed or emailed to all regular members at least three days before the meeting date. Any matters may be considered at the meeting.
- 3) Special Meetings: Special meetings shall be held from time to time. Special meetings may occur as a result of: (1) at the call of the President, (2) at the direction of the Board of Directors, (3) at the request of the Chair of the Operating Committee, (4) at the request of the Executive Director, or (5) upon written request signed by not less than ten members of the Association and filed with the Executive Director. A call, direction or request for a special meeting shall specify the business proposed to be transacted at such meeting. Upon receipt of such a request, the Executive Director shall make suitable arrangements for the meeting to be held within thirty days thereafter. Written notice of any special meeting and of specific matters to be considered at the meetings shall be mailed or emailed to all regular members at least ten days before the meeting date. Only matters specified in the notice may be considered at a special meeting.

Section 2. RULES OF PROCEDURE FOR MEETINGS OF MEMBERS

- 1) Quorum: A quorum for meetings of the members is a majority of current cities of the total voting membership. There shall be no voting by proxy.
- 2) Voting: Voting shall be by voice vote, except where the members stand and are counted when the President is in doubt or a division is requested, or a secret ballot is requested. In transacting business, a majority vote of those attending is sufficient to pass or carry any motion except for those items requiring a two-thirds (2/3) vote in *Robert's Rules of Order* or this document.

- 3) Parliamentary Authority: The current edition of Robert's Rules of Order governs the proceedings of the Association in parliamentary situations covered by these Bylaws.

To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if such action is in a writing signed, or consented to be authenticated electronic communication, by at least two-thirds (2/3) of the total number of the Board of Directors. Any such action shall be filed with the minutes of the Board. The written action shall be effective when signed, or consented to by authenticated electronic communication, unless a different effective date is set forth therein. *Roberts Rules of Order* apply.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. MEMBERS

The Board of Directors shall consist of up to two members from each member city as stated in the "Joint Powers Agreement." Each director shall have one (1) vote. Each director shall serve so long as the member city remains a participant under the terms and conditions of the "Joint Powers Agreement" or until their successors are elected and duly qualified. Each city shall appoint up to two (2) directors; one (1) of whom shall be the City Manager or Administrator or other designee. If a Mayor either refuses to serve as a director or elects to have a designee serve in his/her place, the member city shall confirm such designee as its official representative on the Board. Member cities may choose to appoint alternates for their representatives.

Section 2. NOTICE ANNUAL MEETINGS

The regular annual meetings of the Board of Directors shall be held without notice at the time immediately following the adjournment of the annual membership meeting for the purpose of transacting such business as may properly come before it.

Section 3. NOTICE SPECIAL MEETINGS

Special meetings of the Board of Directors may be called per ARTICLE III, Section 1, 3. Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if done in writing, signed by two-thirds (2/3) of the total number of Directors.

Section 4. QUORUM

At all meetings of the Board of Directors a majority of member cities shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of the majority of the Board present at any meeting at which there is a quorum shall be the act of the Board of directors.

Section 5. ORDER OF BUSINESS

The Board of Directors may from time to time determine the order of business at the meeting

ARTICLE V – OFFICERS

Section 1. OFFICERS

The Officers of the Association shall be: a President, a Vice-President, a Secretary and a Treasurer. The Officers of Secretary and Treasurer may be held by the same person. Officers shall be elected as provided in Section 3 herein.

Section 2. QUALIFICATION FOR OFFICE

Any person representing a member city under the terms and conditions of the "Joint Powers Agreement" can be elected to any office in, or by, this Association, but the city must be a member in good standing of this Association.

Section 3. NOMINATION AND ELECTION

- 1) The Officers elected at the annual meeting shall succeed and take office immediately following their election and shall hold office for two years and until their successors are duly elected and qualified. The Officers may succeed themselves for one additional term of two years.
- 2) In the case of a vacancy occurring in the office of President, the Board of Directors shall elect a member of the Association to serve as acting President until the close of the term.
- 3) In the case of a vacancy occurring in any other office, the Board of Directors is empowered and directed to fill such vacancy, and the individual so selected shall serve until the close of term.
- 4) In order to hold an office in the Association the individual(s) so nominated must represent cities that are in good standing through execution of a "Joint Powers Agreement" and payment of membership dues.

Section 4. DUTIES OF THE OFFICERS

- 1) The President shall preside over all meetings of the Association, of the Board of Directors, and shall be the chief executive officer of the Association.
- 2) The Vice-President shall perform such duties as shall be delegated to him/her by the President or by the Board of Directors, and in the absence of the President shall preside at all meetings of the Association.
- 3) The Secretary shall keep the minutes of the meetings of the members, of the Board of Directors, and shall attend to the giving and certifying of all notices of such meetings. The Secretary shall sign or countersign all deeds, leases, mortgages and other documents; and

perform such other duties as may be assigned to the Secretary by the Board of Directors. This role may be delegated to staff or other designee under supervision of the Secretary or Treasurer.

4) The Treasurer shall have custody of all funds and securities of the Association and shall deposit such funds in the name of the Association in the bank or banks or other authorized depositories that the Board of Directors may designate. This role may be delegated to staff under supervision of the treasurer. The Treasurer or Operating Chair and Executive Director shall be authorized to countersign all checks, drafts and notes of the Association and disburse the funds of the Association under the direction of the Board of Directors, the President, and the Chair of the Operating Committee. The Treasurer shall oversee the preparation of a fiscal year accounting and tax return for the Association to be reviewed by the President, Vice-President, Treasurer or Secretary and filed with the Internal Revenue Service and the Minnesota Department of Revenue.

5) The Association may employ such persons as it deems necessary to accomplish its purposes.

ARTICLE VI – COMPENSATION OF OFFICERS

Section 1. Officers shall receive no compensation for the performance of their duties.

ARTICLE VII – NOTICES

Section 1. Whenever, under the provisions of these Bylaws, notice is required to be given to a member of the Association, member of the Board of Directors, or Officer of the Association other than the notice to be given in connection with the annual meeting of the members of the Association, it shall be given in writing and depositing the same in a post office or letter box in the United States Post Office or a branch United States Post Office addressed to the member, Board of Directors member, or Officer at his/her last known address as the same appears on the books of the Association. The date of the mailing of the notice shall be at the time of the giving of such notice.

Section 2. Email or telephone notice may be substituted for written notice of any regular or special meeting of the Board of Directors.

ARTICLE VIII – FINANCES

Section 1. CHECKS

All of the disbursements of the Association by check shall be signed by the following: Operating Chair, or Treasurer and/or the Executive Director.

Section 2. DUES

Financial contribution of members shall be determined annually by the Board, per the Amended and Restated Joint Powers Agreement.

ARTICLE IX – MISCELLANEOUS

Section 1. AMENDMENT OF BYLAWS

These Bylaws may be amended, repealed or altered in whole or in part by the affirmative vote of a majority of members in good standing, provided that notice in writing is given by mailing or emailing a copy of the proposed amendment to each member of the Board of Directors not less than five days prior to the date of the meeting at which the action to amend is voted on.

Section 2. INSPECTION OF RECORDS

The Board of Directors shall determine from time to time the circumstances and conditions under which the accounts, books and records of the Association, or any of them, shall be opened to the inspection of its members.

Section 3. DISSOLUTION

Dissolution of the Association shall be according to Paragraph 12 of the "Joint Powers Agreement."

Section 4. WITHDRAWAL

Any city may withdraw from the Association effective January 1 of any year by giving notice prior to October 15 of the preceding year.

Section 5. FISCAL YEAR

The fiscal year of the Association shall be the calendar year.

ADOPTED Sept. 18, 2019

Coon Rapids Mayor Jerry Koch, President