



REPORT/RECOMMENDATION

To: MAYOR AND COUNCIL	Agenda Item <u>No. IV. D.</u>
From: Karen Kurt Assistant City Manager	<input checked="" type="checkbox"/> Action <input type="checkbox"/> Discussion <input type="checkbox"/> Information
Date: April 3, 2012	
Subject: Approve Board & Commission Bylaws: Art Center Board, Community Health Committee, Energy & Environment Commission, Heritage Preservation Board, Human Rights & Relations Commission, Park Board, and Transportation Commission	

ACTION REQUESTED:

Approve attached board and commission bylaws with proposed edits outlined below.

INFORMATION/BACKGROUND:

City staff has been working toward a set of uniform bylaws for boards and commissions since fall of 2011. In December, a group of representatives from each board and commission gave feedback on the proposed bylaws. On January 3, the Council reviewed the draft bylaws and suggested additional edits. After these meetings, City staff incorporated the recommended changes and forwarded the bylaws to each board and commission for adoption.

The following boards and commissions have now adopted the uniform bylaws with minor edits to reflect the relevant name, meeting date, location and so forth. The dates of adoption are listed below:

Art Center Board	February 23, 2012
Community Health Committee	February 14, 2012
Energy and Environment Commission	March 8, 2012
Heritage Preservation Board	February 13, 2012
Human Rights and Relations Commission	February 28, 2012
Park Board	February 14, 2012
Transportation Commission	March 15, 2012

The Park Board made two additional substantive edits:

- Altered the language in the *Section 4: Quorum* section
- Under *Section 7: Appointments and Chair Assignments* added sentence “A temporary Committee Chair will be appointed by the Park Board at the time of Committee formation.”

City staff is recommending that two edits be made to all of the bylaws in conjunction with Council final approval:

- All of the language under *Section 4: Quorum* be eliminated and replaced with “Refer to section 1500.07 of the City Code.” Since the uniform bylaws were drafted, the Council approved a change to the City Code regarding quorums that renders the need for language in the bylaws unnecessary.
- Under *Section 7: Appointments and Chair Assignments* add sentence “A temporary Committee Chair will be appointed by the (insert Board/Commission name) at the time of Committee formation.”

The Planning Commission is currently updating their bylaws to incorporate some of the language and concepts from the uniform bylaws in their more detailed bylaw format.

ATTACHMENTS:

- 2012 Art Center Board Bylaws
- 2012 Community Health Committee Bylaws
- 2012 Energy & Environment Commission Bylaws
- 2012 Heritage Preservation Board Bylaws
- 2012 Human Rights & Relations Commission Bylaws
- 2012 Park Board Bylaws
- 2012 Transportation Commission Bylaws

Art Center Board Bylaws



Section 1: Introduction

The bylaws outlined below are approved procedures for the Art Center Board. Members should review and understand City Code sections 1500 and 1508 included in the appendix of these bylaws. In the event of a conflict between the City Code and the Art Center Board bylaws, the City Code will prevail.

Some components of these bylaws are common across all City boards and commissions. The City Staff Liaison should be consulted prior to considering bylaw amendments. Proposed bylaw amendments should be announced one meeting prior to voting on the proposed change. Bylaw amendments require the approval of a majority of the voting Art Center Board members and approval by the City Council.

In addition to the city code and these bylaws, the Art Center Board will be guided by those policies and procedural documents applicable to the Art Center Board or City advisory boards in general. Copies of these documents will be made available to members at the beginning of their service with the Art Center Board.

Section 2: Mission and Business Address

Refer to city code sections 1500.01 and 1508.01 Establishment for the Art Center Board mission. The business office for the Art Center Board is located at the Edina Art Center, 4701 W. 64th Street, Edina, MN 55435. Members of the public can also contact the Art Center Board at edinamail@ci.edina.mn.us.

Section 3: Membership

Membership Composition

Refer to city code sections 1500.03 and 1508.03 Membership.

Terms of Membership

Refer to city code section 1500.04.

Contact Information

Art Center Board members are required to provide a mailing address and phone number or email address to the City Clerk. This contact information is available to city staff and members of the public.

Responsibilities

Art Center Board members are expected to be present and adequately prepared for all meetings and to actively participate in meeting discussions. Members who are unable to complete assigned tasks should notify the Chairperson as soon as possible.

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Attendance

Refer to city code section 1500.09. If a member cannot attend a regular meeting, he or she should notify the staff liaison as soon as possible and ideally no later than two hours prior to the start of the meeting. Cancelled meetings will be counted as meetings held and attended for purpose of calculating attendance percentages.

Resignation or Removal

Refer to city code section 1500.04. The Art Center Board may ask the City Council to review a member's appointment based on the member's failure to perform the responsibilities outlined above.

Section 4: Meetings

Meeting Notice

Refer to city code section 1500.07. All board and commission meetings are open to the public. To comply with legal requirements and ensure accessibility to the public, the City Clerk gives official notice of all Art Center Board meetings on the City's website and at City Hall.

Regular Meetings

Refer to city code section 1500.07. Regular meetings of the Art Center Board are held at the Edina Art Center or another officially noticed location on the fourth Thursday of every month, or the week prior if there is a conflict with a city holiday. A regular meeting may be rescheduled by the Art Center Board at a prior meeting.

Annual Meeting

In April, the Art Center Board will hold an annual meeting to:

- Elect officers for the upcoming year,
- Review and update bylaws as necessary, and
- Affirm the regular meeting schedule for the upcoming year.

Special Meetings

Special meetings of the Art Center Board may be called by the Chairperson, City Council, City Manager or by the directive of a majority of the Art Center Board voting members. Members will be notified of the special meeting by written or email communication at least three calendar days in advance of the meeting. To comply with the open meeting law and to ensure accessibility to the public, the City Clerk posts official notice of all special meetings. A quorum is not required for special meetings; however, members cannot take action on a motion unless a quorum is present.

Cancelling Meetings

Meetings of the Art Center Board can be cancelled by the Chairperson, City Council, City Manager or by the directive of a majority of the Art Center Board voting members. Meetings may be cancelled for insufficient business, lack of quorum, conflict with a holiday, inclement weather or in the event of a community emergency.

Quorum

A simple majority of the voting members six (6) constitutes a quorum for any regular or special meeting. If a quorum is not achieved within 15 minutes of the start of the meeting, no votes on Art Center Board business may be taken. If

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during the course of a meeting a quorum is not maintained, no further votes on Art Center Board business may be taken.

Meeting Agendas

Meeting agendas will be prepared by the Chairperson in consultation with the City Staff Liaison. Members may request that items be added to the agenda; however, the addition of such items is subject to approval by a majority of the voting members. The meeting agenda and related materials will be sent electronically or mailed seven calendar days prior to the scheduled regular meeting.

Meeting Proceedings

During regular meetings, business will be conducted in the order listed below. The order of business may be changed with the support of a majority of the voting members.

- Call to order
- Roll call
- Approval of agenda
- Approval of minutes from preceding meeting
- Public hearings
- Community comment
- Reports and recommendations
- Correspondence
- Commission comments
- Staff comments
- Adjournment

Meetings will be conducted according to the latest edition of *Roberts Rules of Order*.

Community Comment

During "Community Comment," the Chair will ask to hear from those in attendance who would like to speak about something not on the agenda that is relevant to the Art Center Board. Individuals must limit their presentations to three minutes. Chair has the right to limit the number of speakers making similar statements and to limit comments related to matters previously discussed. The Art Center Board is not required to respond to the comments. In order to maintain a respectful environment for all those in attendance, disruptive behavior such as the use of signs, clapping, cheering or booing is not allowed.

Motions and Voting

A simple majority of voting members present and voting will decide all motions before the Art Center Board. At the request of a member, a roll call vote will be taken when there is a divided vote on any item. A tie vote on any motion will result in a failure to pass. Student members are not eligible to vote.

Meeting Minutes

Refer to city code section 1500.08. City staff will prepare minutes for Art Center Board meetings. The minutes will include which members were present and absent, a summary of each item discussed and any motions proposed, and the votes on those motions. If a member of city staff is not present to record minutes, the Art Center Board will appoint

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a secretary to prepare the minutes. The secretary will prepare draft minutes within two weeks of the meeting date and forward the draft to the Chair and City Staff Liaison. Approved minutes will be posted on the City's website and forwarded to the City Clerk for distribution to the City Council by the City Staff Liaison.

Section 5: Officers

Refer to city code section 1500.06. The Art Center Board will hold elections for the officer positions of Chairperson and Vice Chairperson at the annual meeting in April. The Chairperson may make and second motions and vote on all motions. The duties of the Chairperson include but are not limited to:

- Prepare the agenda in consultation with the City Staff Liaison.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Invoke a reasonable time limit for speakers during public testimony.
- Ensure that the bylaws are followed and actions are properly taken.
- Maintain meeting decorum.
- Extend meetings or schedule special meetings as necessary.
- Cancel meetings, in consultation with the City Staff Liaison.
- Facilitate the development of the annual work plan.
- Develop annual calendar of anticipated agenda items for each month.
- Consult with members regarding attendance issues.
- Encourage active participation by Art Center Board members and the members of the public.

The Vice Chairperson performs the duties of the Chairperson in their absence. If both the Chairperson and the Vice Chairperson are absent, an acting chairperson may be assigned in advance by either officer or at the meeting by a majority vote of the members.

Section 6: City Staff Liaison

Refer to city code section 1500.02. The Art Center Board has a City Staff Liaison appointed by the City Manager. The City Staff Liaison is expected to work cooperatively with Art Center Board members. Members may not direct city staff but can request assistance through the City Staff Liaison to carry out the Art Center Board mission. The duties of the City Staff Liaison include but are not limited to:

- Work with Chairperson to prepare and distribute meeting agendas.
- Reserve meeting rooms and other needed meeting equipment.
- Record and prepare meeting minutes (or delegate the responsibility to another city staff member).
- Provide technical expertise and access to city resources.
- Work with Chairperson to ensure bylaws are followed and annual work plans are submitted.
- Relay information or directives from City Council meetings or work sessions relevant to the Art Center Board.
- Respond to Art Center Board inquiries in a timely manner.
- Forward information to and between Art Center Board members.
- Record meeting attendance, include the current attendance record with each packet and consult with the Chairperson and City Clerk regarding attendance issues.

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- Provide orientation materials to new members and chairperson.
- Handle funds allocated to the Art Center Board in accordance with its directives, city policies and legal requirements.
- Serve as the custodian of Art Center Board records.
- Work with City Clerk to serve all notices required by law or these bylaws.

Concerns with the performance of the City Staff Liaison should be directed to the Assistant City Manager.

Section 7: Committees and Working Groups

Introduction

Committees or Working Groups may be established by a majority vote of the Art Center Board to study issues in greater depth and report findings. Committees or Working Groups present their analysis to the Art Center Board for discussion and recommendations. The Art Center Board has the sole authority to make final recommendations on all matters on which a Committee or Working Group has given guidance. The Art Center Board defines the scope and the duration of the Committee or Working Group's mission. In no case may the Committee or Working Group exceed the authority granted by the Art Center Board.

Committee and Working Group participants may not include enough voting Art Center Board members to constitute a quorum for the Art Center Board. Committees or Working Groups may be designated as standing (ongoing) or temporary in nature.

Definitions

Committees and Working Groups may be comprised of two or more people, one of which is the chair appointed by the Art Center Board. A Committee is comprised of current Art Center Board members only. A Working Group is led by an Art Center Board member, but will also include members of the public.

Working Group Announcement

Public notice will be given of the formation of any Working Group, including a press release from the City to local media outlets. Individuals will have a minimum of 14 days after the public notice to express interest in joining before members are selected.

Public Access

Based on the potential public interest in the topic, some Committees and Working Groups meetings may be designated as public meetings by the Art Center Board or the City Council. If a Committee or Working Group's meetings are designated as public meetings, official meeting notices, written agendas and written minutes are required. Refer to Section 4 of these bylaws for additional information on meeting notices.

Appointments and Chair Assignments

Committees: The Art Center Board Chairperson will ask for Committee volunteers from the Art Center Board membership. A majority vote may approve the Committee appointments once sufficient volunteers are established. The Committee will elect its own chair and notify the Art Center Board Chairperson.

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Working Groups: The Art Center Board Chairperson will ask for volunteers from the Art Center Board to serve as the Working Group Chair. The Working Group Chair is approved by a majority of the Art Center Board members. The Working Group Chair will recommend other Working Group members. By definition, those members will include individuals outside of the Art Center Board. The Chair may also nominate a co-chair who is not an Art Center Board member. Working Group appointments will be made by a majority vote of Art Center Board members.

The duties of the Committee or Working Group Chair(s) include but are not limited to:

- Set the meeting schedule and, if required, notify the City Staff Liaison for public notification.
- Prepare and distribute a written meeting agenda, if required.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Ensure that this section of the bylaws and Art Center Board directives are followed.
- Maintain meeting decorum.
- Recommend members and notify Art Center Board of changes in membership (Working Group only).
- Report on the Committee or Working Groups activities at each regular Art Center Board meeting.
- Communicate to the Committee or Working Group any directives, questions or input from the Art Center Board.

Resignation or Removal

A Committee or Working Group member may voluntarily resign by submitting his or her written resignation to the Chair of the Committee or Working Group. A Committee or Working Group member may be removed by a majority vote of the Art Center Board.

Disbanding

A Committee or Working Group may be disbanded at any regular meeting of the Art Center Board by a majority vote of the members. Committees or Working Groups will automatically be disbanded if no member of the Art Center Board is available to serve or appropriate volunteer membership cannot be established.

Section 8: Communication

Applicability

This section applies to all types of media and communication methods including face-to-face, telephone, email and social media.

Communication Between Members Outside of Meetings

Art Center Board-related communication between members when a quorum of voting members is present constitutes a violation of open meeting laws if it takes place outside of publicly-noticed meetings. Members are prohibited from discussing Art Center Board business in such a situation. Since email communication is common outside of meetings, the following email protocol is adopted:

- Any email communication intended for a majority of Art Center Board members should go through the City staff Liaison so that an appropriate record can be established.
- Members should not respond "reply all" to group messages.
- Members should not blind copy (bcc) other members.

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Members must not engage in a serial discussion of Art Center Board business. A serial discussion occurs when members discuss official business with a majority of voting members through successive communications. Serial communication can occur through a combination of communication methods such as face to face, email, telephone or on a social media site.

Communication with the Public Outside of Meetings

Art Center Board members are encouraged to share their work with members of the public within the guidelines noted in the paragraph below.

When communicating Art Center Board business with the public, members should understand and convey the following:

- The deliberations and decisions of the Art Center Board will be based solely on information contained in the public record presented to all Art Center Board members participating the deliberation or action.
- The member's comments do not represent the opinion or viewpoint of other commissioners or the Art Center Board as a whole.

Members should exercise care not to communicate how they intend to vote on any pending matter or give the appearance any matter has been pre-decided.

Public Announcements and Press Releases

The City's Communications and Marketing Department will approve and coordinate any public announcements, press releases or other media contact desired by the Art Center Board.

Section 9: Financial Transactions

All financial expenditures by the Art Center Board must relate to the Art Center Board mission and be covered under the Art Center Board budget. All expenditures must be approved in advance by a majority of the voting members. The City Staff Liaison is responsible for ensuring that all approved expenditures or reimbursements meet the criteria above as well as other city financial policies. Expenditures that do not meet the criteria above will not be reimbursed. The Art Center Board does not have the authority to execute contracts or to otherwise financially obligate the City of Edina. Any contract related to Art Center Board business will be managed by the City Staff Liaison and may be subject to City Council approval.

Section 10: Ethical and Respectful Conduct

Conflict of Interest

Members may not use their position on the Art Center Board for personal benefit. The interests of the Art Center Board must be the first priority in all decisions and actions. Any member who has a financial interest in, or who may receive a financial benefit as a result of, any Art Center Board action or decision must disclose this fact as a conflict of interest. A member who has disclosed a conflict of interest should abstain from discussion and voting on the matter.

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Gifts

Art Center Board members may not receive personal gifts from any “interested person” in conjunction with their board and commission duties. An “interested person” is a person, or representative of a person or an association, who has a direct financial interest in a recommendation under the Art Center Board’s purview. This section does not apply to lawful campaign contributions. The Art Center Board may recommend acceptance of general gifts or donations through the City’s donation policy.

Respectful Behavior

The City of Edina is committed to providing a work environment free from violence for all elected and appointed officials, employees and visitors. The City does not tolerate any form of violence in the workplace including threats or intimidating actions by or against any of the groups cited above. Violence and threats may include, but are not limited to:

- Any act which is a physical assault
- Any threat, behavior or action which is interpreted by a reasonable person to carry the potential to harm or endanger the safety of others, or result in an act of aggression, or destroy or damage city property.

The Chairperson and City Staff Liaison have the right to call for the immediate removal of anyone who threatens or commits an act of violence on City property.

Respectful behavior also includes how Art Center Board members relate to each other, City staff and members of the public. Members share a joint responsibility in modeling, monitoring and addressing behavior within the group.

During Art Center Board interactions, members should strive to:

- Treat people with courtesy, politeness and kindness
- Encourage others to express their opinions and ideas
- Listen to what others have to say
- Use the ideas of others to improve decisions and outcomes
- Recognize cultural differences

Members should avoid:

- Speaking over or cutting off another individual’s comments
- Insulting, disparaging or putting down people or their ideas
- Bullying other members by displaying a pattern of belittling, demeaning, judging or patronizing comments.

How to Report

Members can report cases of unethical conduct to the City Staff Liaison, Assistant City Manager, City Manager or City Attorney.

Appendix

City Code section 1500

City Code Section 1508 – Art Center Board



Community Health Committee Bylaws

Section 1: Introduction

The bylaws outlined below are approved procedures for the Community Health Committee. Members should review and understand City Code sections 1500 and 1503 included in the appendix of these bylaws. In the event of a conflict between the City Code and the Community Health Committee bylaws, the City Code will prevail.

Some components of these bylaws are common across all City boards and commissions. The City Staff Liaison should be consulted prior to considering bylaw amendments. Proposed bylaw amendments should be announced one meeting prior to voting on the proposed change. Bylaw amendments require the approval of a majority of the voting Community Health Committee members and approval by the City Council.

In addition to the city code and these bylaws, the Community Health Committee will be guided by those policies and procedural documents applicable to the Community Health Committee or City advisory boards in general. Copies of these documents will be made available to members at the beginning of their service with the Community Health Committee.

Section 2: Mission and Business Address

Refer to city code sections 1500.01 and 1503.02 for the Community Health Committee mission. The business office for the Community Health Committee is located at Edina City Hall, 4801 W. 50th Street, Edina, MN, 55424. Members of the public can also contact the Community Health Committee at edinamail@ci.edina.mn.us.

Section 3: Membership

Membership Composition

Refer to city code sections 1500.03 and 1503.03.

Terms of Membership

Refer to city code section 1500.04.

Contact Information

Community Health Committee members are required to provide a mailing address and phone number or email address to the City Clerk. This contact information is available to city staff and members of the public.

Responsibilities

Community Health Committee members are expected to be present and adequately prepared for all meetings and to actively participate in meeting discussions. Members who are unable to complete assigned tasks should notify the Chairperson as soon as possible.



Community Health Committee Bylaws

Attendance

Refer to city code section 1500.09. If a member cannot attend a regular meeting, he or she should notify the staff liaison as soon as possible and ideally no later than two hours prior to the start of the meeting. Cancelled meetings will be counted as meetings held and attended for purpose of calculating attendance percentages.

Resignation or Removal

Refer to city code section 1500.04. The Community Health Committee may ask the City Council to review a member's appointment based on the member's failure to perform the responsibilities outlined above.

Section 4: Meetings

Meeting Notice

Refer to city code section 1500.07. All board and commission meetings are open to the public. To comply with legal requirements and ensure accessibility to the public, the City Clerk gives official notice of all Community Health Committee meetings on the City's website and at City Hall.

Regular Meetings

Refer to city code section 1500.07. Regular meetings of the Community Health Committee are held at Edina City Hall or another officially noticed location on the third Tuesday of March, May, September and October. A regular meeting may be rescheduled by the Community Health Committee at a prior meeting.

Annual Meeting

In March, the Community Health Committee will hold an annual meeting to:

- Elect officers for the upcoming year,
- Review and update bylaws as necessary, and
- Affirm the regular meeting schedule for the upcoming year.

Special Meetings

Special meetings of the Community Health Committee may be called by the Chairperson, City Council, City Manager or by the directive of a majority of the Community Health Committee voting members. Members will be notified of the special meeting by written or email communication at least three calendar days in advance of the meeting. To comply with the open meeting law and to ensure accessibility to the public, the City Clerk posts official notice of all special meetings. A quorum is not required for special meetings; however, members cannot take action on a motion unless a quorum is present.

Cancelling Meetings

Meetings of the Community Health Committee can be cancelled by the Chairperson, City Council, City Manager or by the directive of a majority of the Community Health Committee voting members. Meetings may be cancelled for insufficient business, lack of quorum, conflict with a holiday, inclement weather or in the event of a community emergency.

Community Health Committee Bylaws



Quorum

A simple majority of the seated members constitutes a quorum for any regular or special meeting. If a quorum is not achieved within 15 minutes of the start of the meeting, no votes on Community Health Committee business may be taken. If during the course of a meeting a quorum is not maintained, no further votes on Community Health Committee business may be taken.

Meeting Agendas

Meeting agendas will be prepared by the Chairperson in consultation with the City Staff Liaison. Members may request that items be added to the agenda; however, the addition of such items is subject to approval by a majority of the voting members. The meeting agenda and related materials will be sent electronically the Thursday prior to the scheduled regular meeting.

Meeting Proceedings

During regular meetings, business will be conducted in the order listed below. The order of business may be changed with the support of a majority of the voting members.

- Call to order
- Roll call
- Approval of agenda
- Approval of minutes from preceding meeting
- Public hearings
- Community comment
- Reports and recommendations
- Correspondence
- Commission comments
- Staff comments
- Adjournment

Meetings will be conducted according to the latest edition of *Roberts Rules of Order*.

Community Comment

During "Community Comment," the Chair will ask to hear from those in attendance who would like to speak about something not on the agenda that is relevant to the Community Health Committee. Individuals must limit their presentations to three minutes. Chair has the right to limit the number of speakers making similar statements and to limit comments related to matters previously discussed. The Community Health Committee is not required to respond to the comments. In order to maintain a respectful environment for all those in attendance, disruptive behavior such as the use of signs, clapping, cheering or booing is not allowed.

Motions and Voting

A simple majority of voting members present and voting will decide all motions before the Community Health Committee. At the request of a member, a roll call vote will be taken when there is a divided vote on any item. A tie vote on any motion will result in a failure to pass. Student members are not eligible to vote.



Community Health Committee Bylaws

Meeting Minutes

Refer to city code section 1500.08. City staff will prepare minutes for Community Health Committee meetings. The minutes will include which members were present and absent, a summary of each item discussed and any motions proposed, and the votes on those motions. If a member of city staff is not present to record minutes, the Community Health Committee will appoint a secretary to prepare the minutes. The secretary will prepare draft minutes within two weeks of the meeting date and forward the draft to the Chair and City Staff Liaison. Approved minutes will be posted on the City's website and forwarded to the City Clerk for distribution to the City Council by the City Staff Liaison.

Section 5: Officers

Refer to city code section 1500.06. The Community Health Committee will hold elections for the officer positions of Chairperson and Vice Chairperson at the annual meeting in March. The Chairperson may make and second motions and vote on all motions. The duties of the Chairperson include but are not limited to:

- Prepare the agenda in consultation with the City Staff Liaison.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Invoke a reasonable time limit for speakers during public testimony.
- Ensure that the bylaws are followed and actions are properly taken.
- Maintain meeting decorum.
- Extend meetings or schedule special meetings as necessary.
- Cancel meetings, in consultation with the City Staff Liaison.
- Facilitate the development of the annual work plan.
- Develop annual calendar of anticipated agenda items for each month.
- Consult with members regarding attendance issues.
- Encourage active participation by Community Health Committee members and the members of the public.

The Vice Chairperson performs the duties of the Chairperson in their absence. If both the Chairperson and the Vice Chairperson are absent, an acting chairperson may be assigned in advance by either officer or at the meeting by a majority vote of the members.

Section 6: City Staff Liaison

Refer to city code section 1500.02. The Community Health Committee has a City Staff Liaison appointed by the City Manager. The City Staff Liaison is expected to work cooperatively with Community Health Committee members. Members may not direct city staff but can request assistance through the City Staff Liaison to carry out the Community Health Committee mission. The duties of the City Staff Liaison include but are not limited to:

- Work with Chairperson to prepare and distribute meeting agendas.
- Reserve meeting rooms and other needed meeting equipment.
- Record and prepare meeting minutes (or delegate the responsibility to another city staff member).
- Provide technical expertise and access to city resources.
- Work with Chairperson to ensure bylaws are followed and annual work plans are submitted.

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- Relay information or directives from City Council meetings or work sessions relevant to the Community Health Committee.
- Respond to Community Health Committee inquiries in a timely manner.
- Forward information to and between Community Health Committee members.
- Record meeting attendance, include the current attendance record with each packet and consult with the Chairperson and City Clerk regarding attendance issues.
- Provide orientation materials to new members and chairperson.
- Handle funds allocated to the Community Health Committee in accordance with its directives, city policies and legal requirements.
- Serve as the custodian of Community Health Committee records.
- Work with City Clerk to serve all notices required by law or these bylaws.

Concerns with the performance of the City Staff Liaison should be directed to the Assistant City Manager.

Section 7: Committees and Working Groups

Introduction

Committees or Working Groups may be established by a majority vote of the Community Health Committee to study issues in greater depth and report findings. Committees or Working Groups present their analysis to the Community Health Committee for discussion and recommendations. The Community Health Committee has the sole authority to make final recommendations on all matters on which a Committee or Working Group has given guidance. The Community Health Committee defines the scope and the duration of the Committee or Working Group's mission. In no case may the Committee or Working Group exceed the authority granted by the Community Health Committee.

Committee and Working Group participants may not include enough voting Community Health Committee members to constitute a quorum for the Community Health Committee. Committees or Working Groups may be designated as standing (ongoing) or temporary in nature.

Definitions

Committees and Working Groups may be comprised of two or more people, one of which is the chair appointed by the Community Health Committee. A Committee is comprised of current Community Health Committee members only. A Working Group is led by a Community Health Committee member, but will also include members of the public.

Working Group Announcement

Public notice will be given of the formation of any Working Group, including a press release from the City to local media outlets. Individuals will have a minimum of 14 days after the public notice to express interest in joining before members are selected.

Public Access

Based on the potential public interest in the topic, some Committees and Working Groups meetings may be designated as public meetings by the Community Health Committee or the City Council. If a Committee or Working Group's



Community Health Committee Bylaws

meetings are designated as public meetings, official meeting notices, written agendas and written minutes are required. Refer to Section 4 of these bylaws for additional information on meeting notices.

Appointments and Chair Assignments

Committees: The Community Health Committee Chairperson will ask for Committee volunteers from the Community Health Committee membership. A majority vote may approve the Committee appointments once sufficient volunteers are established. The Committee will elect its own chair and notify the Community Health Committee Chairperson.

Working Groups: The Community Health Committee Chairperson will ask for volunteers from the Community Health Committee to serve as the Working Group Chair. The Working Group Chair is approved by a majority of the Community Health Committee members. The Working Group Chair will recommend other Working Group members. By definition, those members will include individuals outside of the Community Health Committee. The Chair may also nominate a co-chair who is not a Community Health Committee member. Working Group appointments will be made by a majority vote of Community Health Committee members.

The duties of the Committee or Working Group Chair(s) include but are not limited to:

- Set the meeting schedule and, if required, notify the City Staff Liaison for public notification.
- Prepare and distribute a written meeting agenda, if required.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Ensure that this section of the bylaws and Community Health Committee directives are followed.
- Maintain meeting decorum.
- Recommend members and notify Community Health Committee of changes in membership (Working Group only).
- Report on the Committee or Working Groups activities at each regular Community Health Committee meeting.
- Communicate to the Committee or Working Group any directives, questions or input from the Community Health Committee.

Resignation or Removal

A Committee or Working Group member may voluntarily resign by submitting his or her written resignation to the Chair of the Committee or Working Group. A Committee or Working Group member may be removed by a majority vote of the Community Health Committee.

Disbanding

A Committee or Working Group may be disbanded at any regular meeting of the Community Health Committee by a majority vote of the members. Committees or Working Groups will automatically be disbanded if no member of the Community Health Committee is available to serve or appropriate volunteer membership cannot be established.



Community Health Committee Bylaws

Section 8: Communication

Applicability

This section applies to all types of media and communication methods including face-to-face, telephone, email and social media.

Communication Between Members Outside of Meetings

Community Health Committee -related communication between members when a quorum of voting members is present constitutes a violation of open meeting laws if it takes place outside of publicly-noticed meetings. Members are prohibited from discussing Community Health Committee business in such a situation. Since email communication is common outside of meetings, the following email protocol is adopted:

- Any email communication intended for a majority of Community Health Committee members should go through the City staff Liaison so that an appropriate record can be established.
- Members should not respond “reply all” to group messages.
- Members should not blind copy (bcc) other members.

Members must not engage in a serial discussion of Community Health Committee business. A serial discussion occurs when members discuss official business with a majority of voting members through successive communications. Serial communication can occur through a combination of communication methods such as face to face, email, telephone or on a social media site.

Communication with the Public Outside of Meetings

Community Health Committee members are encouraged to share their work with members of the public within the guidelines noted in the paragraph below.

When communicating Community Health Committee business with the public, members should understand and convey the following:

- The deliberations and decisions of the Community Health Committee will be based solely on information contained in the public record presented to all Community Health Committee members participating the deliberation or action.
- The member’s comments do not represent the opinion or viewpoint of other commissioners or the Community Health Committee as a whole.

Members should exercise care not to communicate how they intend to vote on any pending matter or give the appearance any matter has been pre-decided.

Public Announcements and Press Releases

The City’s Communications and Marketing Department will approve and coordinate any public announcements, press releases or other media contact desired by the Community Health Committee.



Community Health Committee Bylaws

Section 9: Financial Transactions

All financial expenditures by the Community Health Committee must relate to the Community Health Committee mission and be covered under the Community Health Committee budget. All expenditures must be approved in advance by a majority of the voting members. The City Staff Liaison is responsible for ensuring that all approved expenditures or reimbursements meet the criteria above as well as other city financial policies. Expenditures that do not meet the criteria above will not be reimbursed. The Community Health Committee does not have the authority to execute contracts or to otherwise financially obligate the City of Edina. Any contract related to Community Health Committee business will be managed by the City Staff Liaison and may be subject to City Council approval.

Section 10: Ethical and Respectful Conduct

Conflict of Interest

Members may not use their position on the Community Health Committee for personal benefit. The interests of the Community Health Committee must be the first priority in all decisions and actions. Any member who has a financial interest in, or who may receive a financial benefit as a result of, any Community Health Committee action or decision must disclose this fact as a conflict of interest. A member who has disclosed a conflict of interest should abstain from discussion and voting on the matter.

Gifts

Community Health Committee members may not receive personal gifts from any “interested person” in conjunction with their board and commission duties. An “interested person” is a person, or representative of a person or an association, who has a direct financial interest in a recommendation under the Community Health Committee’s purview. This section does not apply to lawful campaign contributions. The Community Health Committee may recommend acceptance of general gifts or donations through the City’s donation policy.

Respectful Behavior

The City of Edina is committed to providing a work environment free from violence for all elected and appointed officials, employees and visitors. The City does not tolerate any form of violence in the workplace including threats or intimidating actions by or against any of the groups cited above. Violence and threats may include, but are not limited to:

- Any act which is a physical assault
- Any threat, behavior or action which is interpreted by a reasonable person to carry the potential to harm or endanger the safety of others, or result in an act of aggression, or destroy or damage city property.

The Chairperson and City Staff Liaison have the right to call for the immediate removal of anyone who threatens or commits an act of violence on City property.

Respectful behavior also includes how Community Health Committee members relate to each other, City staff and members of the public. Members share a joint responsibility in modeling, monitoring and addressing behavior within the group.



Community Health Committee Bylaws

During Community Health Committee interactions, members should strive to:

- Treat people with courtesy, politeness and kindness
- Encourage others to express their opinions and ideas
- Listen to what others have to say
- Use the ideas of others to improve decisions and outcomes
- Recognize cultural differences

Members should avoid:

- Speaking over or cutting off another individual's comments
- Insulting, disparaging or putting down people or their ideas
- Bullying other members by displaying a pattern of belittling, demeaning, judging or patronizing comments.

How to Report

Members can report cases of unethical conduct to the City Staff Liaison, Assistant City Manager, City Manager or City Attorney.

Appendix

City Code section 1500

City Code section 1503



Edina Energy & Environment Commission Bylaws

Section 1: Introduction

The bylaws outlined below are approved procedures for the Edina Energy and Environment Commission (EEC). Members should review and understand City Code sections 1500 and section 1502 included in the appendix of these bylaws. In the event of a conflict between the City Code and the EEC bylaws, the City Code will prevail.

Some components of these bylaws are common across all City boards and commissions. The City Staff Liaison should be consulted prior to considering bylaw amendments. Proposed bylaw amendments should be announced one meeting prior to voting on the proposed change. Bylaw amendments require the approval of a majority of the voting EEC members and approval by the City Council.

In addition to the city code and these bylaws, the EEC will be guided by those policies and procedural documents applicable to the EEC or City advisory boards in general. Copies of these documents will be made available to members at the beginning of their service with the EEC.

Section 2: Mission and Business Address

Refer to city code sections 1500.01 and 1502 for the EEC mission. The business office for the EEC is located at Edina City Hall, 4801 W. 50th St., Edina, MN 55424-1394. Members of the public can also contact the EEC at edinamail@ci.edina.mn.us.

Section 3: Membership

Membership Composition

Refer to city code sections 1500.03 and 1502.

Terms of Membership

Refer to city code section 1500.04.

Contact Information

EEC members are required to provide a mailing address and phone number or email address to the City Clerk. This contact information is available to city staff and members of the public.

Responsibilities

EEC members are expected to be present and adequately prepared for all meetings and to actively participate in meeting discussions. Members who are unable to complete assigned tasks should notify the Chairperson as soon as possible.



Edina Energy & Environment Commission Bylaws

Attendance

Refer to city code section 1500.09. If a member cannot attend a regular meeting, he or she should notify the staff liaison as soon as possible and ideally no later than two hours prior to the start of the meeting. Cancelled meetings will be counted as meetings held and attended for purpose of calculating attendance percentages.

Resignation or Removal

Refer to city code section 1500.04. The EEC may ask the City Council to review a member's appointment based on the member's failure to perform the responsibilities outlined above.

Section 4: Meetings

Meeting Notice

Refer to city code section 1500.07. All board and commission meetings are open to the public. To comply with legal requirements and ensure accessibility to the public, the City Clerk gives official notice of all EEC meetings on the City's website and at City Hall.

Regular Meetings

Refer to city code section 1500.07. Regular meetings of the EEC are held at Edina City Hall, 4801 W. 50th St., Edina, MN 55424-1394 or another officially noticed location on the second Thursday of the month at 7:00 p.m. A regular meeting may be rescheduled by the EEC at a prior meeting.

Annual Meeting

In March, the EEC will hold an annual meeting to:

- Elect officers for the upcoming year,
- Review and update bylaws as necessary, and
- Affirm the regular meeting schedule for the upcoming year.

Special Meetings

Special meetings of the EEC may be called by the Chairperson, City Council, City Manager or by the directive of a majority of the EEC voting members. Members will be notified of the special meeting by written or email communication at least three calendar days in advance of the meeting. To comply with the open meeting law and to ensure accessibility to the public, the City Clerk posts official notice of all special meetings. A quorum is not required for special meetings; however, members cannot take action on a motion unless a quorum is present.

Cancelling Meetings

Meetings of the EEC can be cancelled by the Chairperson, City Council, City Manager or by the directive of a majority of the EEC voting members. Meetings may be cancelled for insufficient business, lack of quorum, conflict with a holiday, inclement weather or in the event of a community emergency.

Quorum

A simple majority of the voting members (six out of ten) constitutes a quorum for any regular or special meeting. If a quorum is not achieved within 15 minutes of the start of the meeting, no votes on EEC business may be taken. If during the course of a meeting a quorum is not maintained, no further votes on EEC business may be taken.



Edina Energy & Environment Commission Bylaws

Meeting Agendas

Meeting agendas will be prepared by the Chairperson in consultation with the City Staff Liaison. Members may request that items be added to the agenda; however, the addition of such items is subject to approval by a majority of the voting members. The meeting agenda and related materials will be sent electronically on the Monday prior to the scheduled regular Thursday meeting.

Meeting Proceedings

During regular meetings, business will be conducted in the order listed below. The order of business may be changed with the support of a majority of the voting members.

- Call to order
- Roll call
- Approval of agenda
- Approval of minutes from preceding meeting
- Public hearings
- Community comment
- Reports and recommendations
- Correspondence
- Commission comments
- Staff comments
- Adjournment

Meetings will be conducted according to the latest edition of *Roberts Rules of Order*.

Community Comment

During "Community Comment," the Chair will ask to hear from those in attendance who would like to speak about something not on the agenda that is relevant to the EEC. Individuals must limit their presentations to three minutes. Chair has the right to limit the number of speakers making similar statements and to limit comments related to matters previously discussed. The EEC is not required to respond to the comments. In order to maintain a respectful environment for all those in attendance, disruptive behavior such as the use of signs, clapping, cheering or booing is not allowed.

Motions and Voting

A simple majority of voting members present and voting will decide all motions before the EEC. At the request of a member, a roll call vote will be taken when there is a divided vote on any item. A tie vote on any motion will result in a failure to pass. Student members are not eligible to vote.

Meeting Minutes

Refer to city code section 1500.08. City staff will prepare minutes for EEC meetings. The minutes will include which members were present and absent, a summary of each item discussed and any motions proposed, and the votes on those motions. If a member of city staff is not present to record minutes, the EEC will appoint a secretary to prepare the minutes. The secretary will prepare draft minutes within two weeks of the meeting date and forward the draft to the



Edina Energy & Environment Commission Bylaws

Chair and City Staff Liaison. Approved minutes will be posted on the City's website and forwarded to the City Clerk for distribution to the City Council by the City Staff Liaison.

Section 5: Officers

Refer to city code section 1500.06. The EEC will hold elections for the officer positions of Chairperson and Vice Chairperson at the annual meeting in March. The Chairperson may make and second motions and vote on all motions. The duties of the Chairperson include but are not limited to:

- Prepare the agenda in consultation with the City Staff Liaison.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Invoke a reasonable time limit for speakers during public testimony.
- Ensure that the bylaws are followed and actions are properly taken.
- Maintain meeting decorum.
- Extend meetings or schedule special meetings as necessary.
- Cancel meetings, in consultation with the City Staff Liaison.
- Facilitate the development of the annual work plan.
- Develop annual calendar of anticipated agenda items for each month.
- Consult with members regarding attendance issues.
- Encourage active participation by EEC members and the members of the public.

The Vice Chairperson performs the duties of the Chairperson in their absence. If both the Chairperson and the Vice Chairperson are absent, an acting chairperson may be assigned in advance by either officer, or at the meeting by a majority vote of the members.

Section 6: City Staff Liaison

Refer to city code section 1500.02. The EEC has a City Staff Liaison appointed by the City Manager. The City Staff Liaison is expected to work cooperatively with EEC members. Members may not direct city staff but can request assistance through the City Staff Liaison to carry out the EEC mission. The duties of the City Staff Liaison include but are not limited to:

- Work with Chairperson to prepare and distribute meeting agendas.
- Reserve meeting rooms and other needed meeting equipment.
- Record and prepare meeting minutes (or delegate the responsibility to another city staff member).
- Provide technical expertise and access to city resources.
- Work with Chairperson to ensure bylaws are followed and annual work plans are submitted.
- Relay information or directives from City Council meetings or work sessions relevant to the EEC.
- Respond to EEC inquiries in a timely manner.
- Forward information to and between EEC members.
- Record meeting attendance, include the current attendance record with each packet and consult with the Chairperson and City Clerk regarding attendance issues.
- Provide orientation materials to new members and chairperson.



Edina Energy & Environment Commission Bylaws

- Handle funds allocated to the EEC in accordance with its directives, city policies and legal requirements.
- Serve as the custodian of EEC records.
- Work with City Clerk to serve all notices required by law or these bylaws.

Concerns with the performance of the City Staff Liaison should be directed to the Assistant City Manager.

Section 7: Committees and Working Groups

Introduction

Committees or Working Groups may be established by a majority vote of the EEC to study issues in greater depth and report findings. Committees or Working Groups present their analysis to the EEC for discussion and recommendations. The EEC has the sole authority to make final recommendations on all matters on which a Committee or Working Group has given guidance. The EEC defines the scope and the duration of the Committee or Working Group's mission. In no case may the Committee or Working Group exceed the authority granted by the EEC.

Committee and Working Group participants may not include enough voting EEC members to constitute a quorum for the EEC. Committees or Working Groups may be designated as standing (ongoing) or temporary in nature.

Definitions

Committees and Working Groups may be comprised of two or more people, one of which is the chair appointed by the EEC. A Committee is comprised of current EEC members only. A Working Group is led by an EEC member, but will also include members of the public.

Working Group Announcement

Public notice will be given of the formation of any Working Group, including a press release from the City to local media outlets. Individuals will have a minimum of 14 days after the public notice to express interest in joining before members are selected.

Public Access

Based on the potential public interest in the topic, some Committees' and Working Groups' meetings may be designated as public meetings by the EEC or the City Council. If a Committee or Working Group's meetings are designated as public meetings, official meeting notices, written agendas and written minutes are required. Refer to Section 4 of these bylaws for additional information on meeting notices.

Appointments and Chair Assignments

Committees: The EEC Chairperson will ask for Committee volunteers from the EEC membership. A majority vote may approve the Committee appointments once sufficient volunteers are established. The Committee will elect its own chair and notify the EEC Chairperson.

Working Groups: The EEC Chairperson will ask for volunteers from the EEC to serve as the Working Group Chair. The Working Group Chair is approved by a majority of EEC members. The Working Group Chair will recommend other Working Group members. By definition, those members will include individuals outside of the EEC. The Chair may also



Edina Energy & Environment Commission Bylaws

nominate a co-chair who is not a EEC member. Working Group appointments will be made by a majority vote of EEC members.

The duties of the Committee or Working Group Chair(s) include but are not limited to:

- Set the meeting schedule and, if required, notify the City Staff Liaison for public notification.
- Prepare and distribute a written meeting agenda, if required.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Ensure that this section of the bylaws and EEC directives are followed.
- Maintain meeting decorum.
- Recommend members and notify EEC of changes in membership (Working Group only).
- Report on the Committee or Working Groups activities at each regular EEC meeting.
- Communicate to the Committee or Working Group any directives, questions or input from the EEC.

Resignation or Removal

A Committee or Working Group member may voluntarily resign by submitting his or her written resignation to the Chair of the Committee or Working Group. A Committee or Working Group member may be removed by a majority vote of the EEC.

Disbanding

A Committee or Working Group may be disbanded at any regular meeting of the EEC by a majority vote of the members. Committees or Working Groups will automatically be disbanded if no member of the EEC is available to serve or appropriate volunteer membership cannot be established.

Section 8: Communication

Applicability

This section applies to all types of media and communication methods including face-to-face, telephone, email and social media.

Communication Between Members Outside of Meetings

EEC-related communication between members, when a quorum of voting members is present, constitutes a violation of open meeting laws, if it takes place outside of publicly-noticed meetings. Members are prohibited from discussing EEC business in such a situation. Since email communication is common outside of meetings, the following email protocol is adopted:

- Any email communication intended for a majority of EEC members should go through the City staff Liaison so that an appropriate record can be established.
- Members should not respond "reply all" to group messages.
- Members should not blind copy (bcc) other members.

Members must not engage in a serial discussion of EEC business. A serial discussion occurs when members discuss official business with a majority of voting members through successive communications. Serial communication can occur through a combination of communication methods such as face to face, email, telephone or on a social media site.



Edina Energy & Environment Commission Bylaws

Communication with the Public Outside of Meetings

EEC members are encouraged to share their work with members of the public within the guidelines noted in the paragraph below.

When communicating EEC business with the public, members should understand and convey the following:

- The deliberations and decisions of the EEC will be based solely on information contained in the public record presented to all EEC members participating the deliberation or action.
- The member's comments do not represent the opinion or viewpoint of other commissioners or the EEC as a whole.

Members should exercise care not to communicate how they intend to vote on any pending matter or give the appearance any matter has been pre-decided.

Public Announcements and Press Releases

The City's Communications and Marketing Department will approve and coordinate any public announcements, press releases or other media contact desired by the EEC.

Section 9: Financial Transactions

All financial expenditures by the EEC must relate to the EEC mission and be covered under the EEC budget. All expenditures must be approved in advance by a majority of the voting members. The City Staff Liaison is responsible for ensuring that all approved expenditures or reimbursements meet the criteria above as well as other city financial policies. Expenditures that do not meet the criteria above will not be reimbursed. The EEC does not have the authority to execute contracts or to otherwise financially obligate the City of Edina. Any contract related to EEC business will be managed by the City Staff Liaison and may be subject to City Council approval.

Section 10: Ethical and Respectful Conduct

Conflict of Interest

Members may not use their position on the EEC for personal benefit. The interests of the EEC must be the first priority in all decisions and actions. Any member who has a financial interest in, or who may receive a financial benefit as a result of, any EEC action or decision must disclose this fact as a conflict of interest. A member who has disclosed a conflict of interest should abstain from discussion and voting on the matter.

Gifts

EEC members may not receive personal gifts from any "interested person" in conjunction with their board and commission duties. An "interested person" is a person, or representative of a person or an association, who has a direct financial interest in a recommendation under the EEC's purview. This section does not apply to lawful campaign contributions. The EEC may recommend acceptance of general gifts or donations through the City's donation policy.

Respectful Behavior

The City of Edina is committed to providing a work environment free from violence for all elected and appointed officials, employees and visitors. The City does not tolerate any form of violence in the workplace including threats or



Edina Energy & Environment Commission Bylaws

intimidating actions by or against any of the groups cited above. Violence and threats may include, but are not limited to:

- Any act which is a physical assault
- Any threat, behavior or action which is interpreted by a reasonable person to carry the potential to harm or endanger the safety of others, or result in an act of aggression, or destroy or damage city property.

The Chairperson and City Staff Liaison have the right to call for the immediate removal of anyone who threatens or commits an act of violence on City property.

Respectful behavior also includes how EEC members relate to each other, City staff and members of the public. Members share a joint responsibility in modeling, monitoring and addressing behavior within the group.

During EEC interactions, members should strive to:

- Treat people with courtesy, politeness and kindness
- Encourage others to express their opinions and ideas
- Listen to what others have to say
- Use the ideas of others to improve decisions and outcomes
- Recognize cultural differences

Members should avoid:

- Speaking over or cutting off another individual's comments
- Insulting, disparaging or putting down people or their ideas
- Bullying other members by displaying a pattern of belittling, demeaning, judging or patronizing comments.

How to Report

Members can report cases of unethical conduct to the City Staff Liaison, Assistant City Manager, City Manager or City Attorney.

Appendix

City Code section 1500

City Code section 1502

History: Adopted xx/xx/12

Transportation Commission Bylaws



Section 1: Introduction

The bylaws outlined below are approved procedures for the Edina Transportation Commission. Members should review and understand City Code sections 1500 and 1509 included in the appendix of these bylaws. In the event of a conflict between the City Code and the Edina Transportation Commission bylaws, the City Code will prevail.

Some components of these bylaws are common across all City boards and commissions. The City Staff Liaison should be consulted prior to considering bylaw amendments. Proposed bylaw amendments should be announced one meeting prior to voting on the proposed change. Bylaw amendments require the approval of a majority of the voting Edina Transportation Commission members and approval by the City Council.

In addition to the city code and these bylaws, the Edina Transportation Commission will be guided by those policies and procedural documents applicable to the Edina Transportation Commission or City advisory boards in general. Copies of these documents will be made available to members at the beginning of their service with the Edina Transportation Commission.

Section 2: Mission and Business Address

Refer to city code sections 1500.01 and 1509 for the Edina Transportation Commission mission. The business office for the Edina Transportation Commission is located at: Edina Engineering Department, 7450 Metro Boulevard, Edina, Minnesota, 55439. Members of the public can also contact the Edina Transportation Commission at edinamail@EdinaMN.gov.

Section 3: Membership

Membership Composition

Refer to city code sections 1500.03 and 1509.04.

Terms of Membership

Refer to city code section 1500.04.

Contact Information

Edina Transportation Commission members are required to provide a mailing address and phone number or email address to the City Clerk. This contact information is available to City staff and members of the public.

Responsibilities

Edina Transportation Commission members are expected to be present and adequately prepared for all meetings and to actively participate in meeting discussions. Members who are unable to complete assigned tasks should notify the Chairperson as soon as possible.



Transportation Commission Bylaws

Attendance

Refer to city code section 1500.09. If a member cannot attend a regular meeting, he or she should notify the staff liaison as soon as possible and ideally no later than two hours prior to the start of the meeting. Cancelled meetings will be counted as meetings held and attended for purpose of calculating attendance percentages.

Resignation or Removal

Refer to city code section 1500.04. The Edina Transportation Commission may ask the City Council to review a member's appointment based on the member's failure to perform the responsibilities outlined above.

Section 4: Meetings

Meeting Notice

Refer to city code section 1500.07. All board and commission meetings are open to the public. To comply with legal requirements and ensure accessibility to the public, the City Clerk gives official notice of all Edina Transportation Commission meetings on the City's website and at City Hall.

Regular Meetings

Refer to city code section 1500.07. Regular meetings of the Edina Transportation Commission are held at Edina City Hall, 4801 West 50th Street, Edina, Minnesota, 55424 or another officially noticed location on the third Thursday of the month. A regular meeting may be rescheduled by the Edina Transportation Commission at a prior meeting.

Annual Meeting

In April, the Edina Transportation Commission will hold an annual meeting to:

- Elect officers for the upcoming year,
- Review and update bylaws as necessary, and
- Affirm the regular meeting schedule for the upcoming year.

Special Meetings

Special meetings of the Edina Transportation Commission may be called by the Chairperson, City Council, City Manager or by the directive of a majority of the Edina Transportation Commission voting members. Members will be notified of the special meeting by written or email communication at least three calendar days in advance of the meeting. To comply with the open meeting law and to ensure accessibility to the public, the City Clerk posts official notice of all special meetings. A quorum is not required for special meetings; however, members cannot take action on a motion unless a quorum is present.

Canceling Meetings

Meetings of the Edina Transportation Commission can be cancelled by the Chairperson, City Council, City Manager or by the directive of a majority of the Edina Transportation Commission voting members. Meetings may be cancelled for insufficient business, lack of quorum, conflict with a holiday, inclement weather, or in the event of a community emergency.



Transportation Commission Bylaws

Quorum

A simple majority of the voting members (5) constitutes a quorum for any regular or special meeting. If a quorum is not achieved within 15 minutes of the start of the meeting, no votes on Edina Transportation Commission business may be taken. If during the course of a meeting a quorum is not maintained, no further votes on Edina Transportation Commission business may be taken.

Meeting Agendas

Meeting agendas will be prepared by the Chairperson in consultation with the City Staff Liaison. Members may request that items be added to the agenda; however, the addition of such items is subject to approval by a majority of the voting members. The meeting agenda and related materials will be sent electronically and/or mailed the Thursday prior to the scheduled regular meeting.

Meeting Proceedings

During regular meetings, business will be conducted in the order listed below. The order of business may be changed with the support of a majority of the voting members.

- Call to order
- Roll call
- Approval of agenda
- Approval of minutes from preceding meeting
- Public hearings
- Community comment
- Reports and recommendations
- Correspondence
- Commission comments
- Staff comments
- Adjournment

Meetings will be conducted according to the latest edition of *Roberts Rules of Order*.

Community Comment

During "Community Comment," the Chair will ask to hear from those in attendance who would like to speak about something not on the agenda that is relevant to the Edina Transportation Commission. Individuals must limit their presentations to three minutes. The chair has the right to limit the number of speakers making similar statements and to limit comments related to matters previously discussed. The Edina Transportation Commission is not required to respond to the comments. In order to maintain a respectful environment for all those in attendance, disruptive behavior such as the use of signs, clapping, cheering or booing is not allowed.

Motions and Voting

A simple majority of voting members present and voting will decide all motions before the Edina Transportation Commission. At the request of a member, a roll call vote will be taken when there is a divided vote on any item. A tie vote on any motion will result in a failure to pass. Student members are not eligible to vote.



Transportation Commission Bylaws

Meeting Minutes

Refer to city code section 1500.08. City staff will prepare minutes for Edina Transportation Commission meetings. The minutes will include which members were present and absent, a summary of each item discussed and any motions proposed, and the votes on those motions. If a member of City staff is not present to record minutes, the Edina Transportation Commission will appoint a secretary to prepare the minutes. The secretary will prepare draft minutes within two weeks of the meeting date and forward the draft to the Chair and City Staff Liaison. Approved minutes will be posted on the City's website and forwarded to the City Clerk for distribution to the City Council by the City Staff Liaison.

Section 5: Officers

Refer to city code section 1500.06. The Edina Transportation Commission will hold elections for the officer positions of Chairperson and Vice Chairperson at the annual meeting in April. The Chairperson may make and second motions and vote on all motions. The duties of the Chairperson include but are not limited to:

- Prepare the agenda in consultation with the City Staff Liaison.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Invoke a reasonable time limit for speakers during public testimony.
- Ensure that the bylaws are followed and actions are properly taken.
- Maintain meeting decorum.
- Extend meetings or schedule special meetings as necessary.
- Cancel meetings, in consultation with the City Staff Liaison.
- Facilitate the development of the annual work plan.
- Develop annual calendar of anticipated agenda items for each month.
- Consult with members regarding attendance issues.
- Encourage active participation by Edina Transportation Commission members and the members of the public.

The Vice Chairperson performs the duties of the Chairperson in their absence. If both the Chairperson and the Vice Chairperson are absent, an acting chairperson may be assigned in advance by either officer or at the meeting by a majority vote of the members.

Section 6: City Staff Liaison

Refer to city code section 1500.02. The Edina Transportation Commission has a City Staff Liaison appointed by the City Manager. The City Staff Liaison is expected to work cooperatively with Edina Transportation Commission members. Members may not direct City staff but can request assistance through the City Staff Liaison to carry out the Edina Transportation Commission mission. The duties of the City Staff Liaison include but are not limited to:

- Work with Chairperson to prepare and distribute meeting agendas.
- Reserve meeting rooms and other needed meeting equipment.
- Record and prepare meeting minutes (or delegate the responsibility to another City staff member).
- Provide technical expertise and access to City resources.
- Work with Chairperson to ensure bylaws are followed and annual work plans are submitted.



Transportation Commission Bylaws

- Relay information or directives from City Council meetings or work sessions relevant to the Edina Transportation Commission.
- Respond to Edina Transportation Commission inquiries in a timely manner.
- Forward information to and between Edina Transportation Commission members.
- Record meeting attendance, include the current attendance record with each packet, and consult with the Chairperson and City Clerk regarding attendance issues.
- Provide orientation materials to new members and chairperson.
- Handle funds allocated to the Edina Transportation Commission in accordance with its directives, city policies and legal requirements.
- Serve as the custodian of Edina Transportation Commission records.
- Work with City Clerk to serve all notices required by law or these bylaws.

Concerns with the performance of the City Staff Liaison should be directed to the Assistant City Manager.

Section 7: Committees and Working Groups

Introduction

Committees or Working Groups may be established by a majority vote of the Edina Transportation Commission to study issues in greater depth and report findings. Committees or Working Groups present their analysis to the Edina Transportation Commission for discussion and recommendations. The Edina Transportation Commission has the sole authority to make final recommendations on all matters on which a Committee or Working Group has given guidance. The Edina Transportation Commission defines the scope and the duration of the Committee or Working Group's mission. In no case may the Committee or Working Group exceed the authority granted by the Edina Transportation Commission.

Committee and Working Group participants may not include enough voting Edina Transportation Commission members to constitute a quorum for the Edina Transportation Commission. Committees or Working Groups may be designated as standing (ongoing) or temporary in nature.

Definitions

Committees and Working Groups may be comprised of two or more people, one of which is the Chair appointed by the Edina Transportation Commission. A Committee is comprised of current Edina Transportation Commission members only. A Working Group is led by a Edina Transportation Commission member, but will also include members of the public.

Working Group Announcement

Public notice will be given of the formation of any Working Group, including a press release from the City to local media outlets. Individuals will have a minimum of 14 days after the public notice to express interest in joining before members are selected.

Public Access

Based on the potential public interest in the topic, some Committees and Working Groups meetings may be designated as public meetings by the Edina Transportation Commission or the City Council. If a Committee or Working Group's



Transportation Commission Bylaws

meetings are designated as public meetings, official meeting notices, written agendas and written minutes are required. Refer to Section 4 of these bylaws for additional information on meeting notices.

Appointments and Chair Assignments

Committees: The Edina Transportation Commission Chairperson will ask for Committee volunteers from the Edina Transportation Commission membership. A majority vote may approve the Committee appointments once sufficient volunteers are established. The Committee will elect its own Chair and notify the Edina Transportation Commission Chairperson.

Working Groups: The Edina Transportation Commission Chairperson will ask for volunteers from the Edina Transportation Commission to serve as the Working Group Chair. The Working Group Chair is approved by a majority of the Edina Transportation Commission members. The Working Group Chair will recommend other Working Group members. By definition, those members will include individuals outside of the Edina Transportation Commission. The Chair may also nominate a co-chair who is not a Edina Transportation Commission member. Working Group appointments will be made by a majority vote of Edina Transportation Commission members.

The duties of the Committee or Working Group Chair(s) include but are not limited to:

- Set the meeting schedule and, if required, notify the City Staff Liaison for public notification.
- Prepare and distribute a written meeting agenda, if required.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Ensure that this section of the bylaws and Edina Transportation Commission directives are followed.
- Maintain meeting decorum.
- Recommend members and notify Edina Transportation Commission of changes in membership (Working Group only).
- Report on the Committee or Working Groups activities at each regular Edina Transportation Commission meeting.
- Communicate to the Committee or Working Group any directives, questions or input from the Edina Transportation Commission.

Resignation or Removal

A Committee or Working Group member may voluntarily resign by submitting his or her written resignation to the Chair of the Committee or Working Group. A Committee or Working Group member may be removed by a majority vote of the Edina Transportation Commission.

Disbanding

A Committee or Working Group may be disbanded at any regular meeting of the Edina Transportation Commission by a majority vote of the members. Committees or Working Groups will automatically be disbanded if no member of the Edina Transportation Commission is available to serve or appropriate volunteer membership cannot be established.



Transportation Commission Bylaws

Section 8: Communication

Applicability

This section applies to all types of media and communication methods including face-to-face, telephone, email and social media.

Communication Between Members Outside of Meetings

Edina Transportation Commission related communication between members when a quorum of voting members is present constitutes a violation of Open Meeting laws if it takes place outside of publicly-noticed meetings. Members are prohibited from discussing Edina Transportation Commission business in such a situation. Since email communication is common outside of meetings, the following email protocol is adopted:

- Any email communication intended for a majority of Edina Transportation Commission members should go through the City staff Liaison so that an appropriate record can be established.
- Members should not respond “reply all” to group messages.
- Members should not blind copy (bcc) other members.

Members must not engage in a serial discussion of Edina Transportation Commission business. A serial discussion occurs when members discuss official business with a majority of voting members through successive communications. Serial communication can occur through a combination of communication methods such as face to face, email, telephone or on a social media site.

Communication with the Public Outside of Meetings

Edina Transportation Commission members are encouraged to share their work with members of the public within the guidelines noted in the paragraph below.

When communicating Edina Transportation Commission business with the public, members should understand and convey the following:

- The deliberations and decisions of the Edina Transportation Commission will be based solely on information contained in the public record presented to all Edina Transportation Commission members participating in the deliberation or action.
- The member’s comments do not represent the opinion or viewpoint of other commissioners or the Edina Transportation Commission as a whole.

Members should exercise care not to communicate how they intend to vote on any pending matter or give the appearance any matter has been pre-decided.

Public Announcements and Press Releases

The City’s Communications and Marketing Department will approve and coordinate any public announcements, press releases or other media contact desired by the Edina Transportation Commission.



Transportation Commission Bylaws

Section 9: Financial Transactions

All financial expenditures by the Edina Transportation Commission must relate to the Edina Transportation Commission mission and be covered under the Edina Transportation Commission budget. All expenditures must be approved in advance by a majority of the voting members. The City Staff Liaison is responsible for ensuring that all approved expenditures or reimbursements meet the criteria above as well as other City financial policies. Expenditures that do not meet the criteria above will not be reimbursed. The Edina Transportation Commission does not have the authority to execute contracts or to otherwise financially obligate the City of Edina. Any contract related to Edina Transportation Commission business will be managed by the City Staff Liaison and may be subject to City Council approval.

Section 10: Ethical and Respectful Conduct

Conflict of Interest

Members may not use their position on the Edina Transportation Commission for personal benefit. The interests of the Edina Transportation Commission must be the first priority in all decisions and actions. Any member who has a financial interest in, or who may receive a financial benefit as a result of, any Edina Transportation Commission action or decision must disclose this fact as a conflict of interest. A member who has disclosed a conflict of interest should abstain from discussion and voting on the matter.

Gifts

Edina Transportation Commission members may not receive personal gifts from any “interested person” in conjunction with their board and commission duties. An “interested person” is a person, or representative of a person or an association, who has a direct financial interest in a recommendation under the Edina Transportation Commission’s purview. This section does not apply to lawful campaign contributions. The Edina Transportation Commission may recommend acceptance of general gifts or donations through the City’s donation policy.

Respectful Behavior

The City of Edina is committed to providing a work environment free from violence for all elected and appointed officials, employees and visitors. The City does not tolerate any form of violence in the workplace including threats or intimidating actions by or against any of the groups cited above. Violence and threats may include, but are not limited to:

- Any act which is a physical assault
- Any threat, behavior or action which is interpreted by a reasonable person to carry the potential to harm or endanger the safety of others, or result in an act of aggression, or destroy or damage city property.

The Chairperson and City Staff Liaison have the right to call for the immediate removal of anyone who threatens or commits an act of violence on City property.

Respectful behavior also includes how Edina Transportation Commission members relate to each other, City staff and members of the public. Members share a joint responsibility in modeling, monitoring and addressing behavior within the group.

During Edina Transportation Commission interactions, members should strive to:



Transportation Commission Bylaws

- Treat people with courtesy, politeness and kindness
- Encourage others to express their opinions and ideas
- Listen to what others have to say
- Use the ideas of others to improve decisions and outcomes
- Recognize cultural differences

Members should avoid:

- Speaking over or cutting off another individual's comments
- Insulting, disparaging or putting down people or their ideas
- Bullying other members by displaying a pattern of belittling, demeaning, judging or patronizing comments.

How to Report

Members can report cases of unethical conduct to the City Staff Liaison, Assistant City Manager, City Manager or City Attorney.

Appendix

City Code section 1500

City Code section 1509

Heritage Preservation Board Bylaws



Section 1: Introduction

The bylaws outlined below are approved procedures for the Heritage Preservation Board. Members should review and understand City Code sections 1500 and 1504 included in the appendix of these bylaws. In the event of a conflict between the City Code and the Heritage Preservation Board bylaws, the City Code will prevail.

Some components of these bylaws are common across all City boards and commissions. The City Staff Liaison should be consulted prior to considering bylaw amendments. Proposed bylaw amendments should be announced one meeting prior to voting on the proposed change. Bylaw amendments require the approval of a majority of the voting Heritage Preservation Board members and approval by the City Council.

In addition to the city code and these bylaws, the Heritage Preservation Board will be guided by those policies and procedural documents applicable to the Heritage Preservation Board or City advisory boards in general. Copies of these documents will be made available to members at the beginning of their service with the Heritage Preservation Board.

Section 2: Mission and Business Address

Refer to city code sections 1500.01 and 1504 for the Heritage Preservation Board mission. The business office for the Heritage Preservation Board is located at Edina City Hall, 4801 West 50th Street, Edina, MN 55424. Members of the public can also contact the Heritage Preservation Board at edinamail@ci.edina.mn.us.

Section 3: Membership

Membership Composition

Refer to city code sections 1500.03 and 1504.

Terms of Membership

Refer to city code section 1500.04.

Contact Information

Heritage Preservation Board members are required to provide a mailing address and phone number or email address to the City Clerk. This contact information is available to city staff and members of the public.

Responsibilities

Heritage Preservation Board members are expected to be present and adequately prepared for all meetings and to actively participate in meeting discussions. Members who are unable to complete assigned tasks should notify the Chairperson as soon as possible.



Heritage Preservation Board Bylaws

Attendance

Refer to city code section 1500.09. If a member cannot attend a regular meeting, he or she should notify the staff liaison as soon as possible and ideally no later than two hours prior to the start of the meeting. Cancelled meetings will be counted as meetings held and attended for purpose of calculating attendance percentages.

Resignation or Removal

Refer to city code section 1500.04. The Heritage Preservation Board may ask the City Council to review a member's appointment based on the member's failure to perform the responsibilities outlined above.

Section 4: Meetings

Meeting Notice

Refer to city code section 1500.07. All board and commission meetings are open to the public. To comply with legal requirements and ensure accessibility to the public, the City Clerk gives official notice of all Heritage Preservation Board meetings on the City's website and at City Hall.

Regular Meetings

Refer to city code section 1500.07. Regular meetings of the Heritage Preservation Board are held at Edina City Hall, 4801 West 50th Street, Edina, MN 55424 or another officially noticed location on the second Tuesday of every month. A regular meeting may be rescheduled by the Heritage Preservation Board at a prior meeting.

Annual Meeting

In March, the Heritage Preservation Board will hold an annual meeting to:

- Elect officers for the upcoming year,
- Review and update bylaws as necessary, and
- Affirm the regular meeting schedule for the upcoming year.

Special Meetings

Special meetings of the Heritage Preservation Board may be called by the Chairperson, City Council, City Manager or by the directive of a majority of the Heritage Preservation Board voting members. Members will be notified of the special meeting by written or email communication at least three calendar days in advance of the meeting. To comply with the open meeting law and to ensure accessibility to the public, the City Clerk posts official notice of all special meetings. A quorum is not required for special meetings; however, members cannot take action on a motion unless a quorum is present.

Cancelling Meetings

Meetings of the Heritage Preservation Board can be cancelled by the Chairperson, City Council, City Manager or by the directive of a majority of the Heritage Preservation Board voting members. Meetings may be cancelled for insufficient business, lack of quorum, conflict with a holiday, inclement weather or in the event of a community emergency.

Quorum

A simple majority of the voting members (5) constitutes a quorum for any regular or special meeting. If a quorum is not achieved within 15 minutes of the start of the meeting, no votes on Heritage Preservation Board business may be taken.

Heritage Preservation Board Bylaws



If during the course of a meeting a quorum is not maintained, no further votes on Heritage Preservation Board business may be taken.

Meeting Agendas

Meeting agendas will be prepared by the Chairperson in consultation with the City Staff Liaison. Members may request that items be added to the agenda; however, the addition of such items is subject to approval by a majority of the voting members. The meeting agenda and related materials will be sent electronically and/or mailed the Friday prior to the scheduled regular meeting.

Meeting Proceedings

During regular meetings, business will be conducted in the order listed below. The order of business may be changed with the support of a majority of the voting members.

- Call to order
- Roll call
- Approval of agenda
- Approval of minutes from preceding meeting
- Community comment
- Reports and recommendations
- Correspondence
- Commission comments
- Staff comments
- Adjournment

Meetings will be conducted according to the latest edition of *Roberts Rules of Order*.

Community Comment

During "Community Comment," the Chair will ask to hear from those in attendance who would like to speak about something not on the agenda that is relevant to the Heritage Preservation Board. Individuals must limit their presentations to three minutes. Chair has the right to limit the number of speakers making similar statements and to limit comments related to matters previously discussed. The Heritage Preservation Board is not required to respond to the comments. In order to maintain a respectful environment for all those in attendance, disruptive behavior such as the use of signs, clapping, cheering or booing is not allowed.

Motions and Voting

A simple majority of voting members present and voting will decide all motions before the Heritage Preservation Board. At the request of a member, a roll call vote will be taken when there is a divided vote on any item. A tie vote on any motion will result in a failure to pass. Student members are not eligible to vote.

Meeting Minutes

Refer to city code section 1500.08. City staff will prepare minutes for Heritage Preservation Board meetings. The minutes will include which members were present and absent, a summary of each item discussed and any motions proposed, and the votes on those motions. If a member of city staff is not present to record minutes, the Heritage Preservation Board will appoint a secretary to prepare the minutes. The secretary will prepare draft minutes within two

Heritage Preservation Board Bylaws



weeks of the meeting date and forward the draft to the Chair and City Staff Liaison. Approved minutes will be posted on the City's website and forwarded to the City Clerk for distribution to the City Council by the City Staff Liaison.

Section 5: Officers

Refer to city code section 1500.06. The Heritage Preservation Board will hold elections for the officer positions of Chairperson and Vice Chairperson at the annual meeting in March. The Chairperson may make and second motions and vote on all motions. The duties of the Chairperson include but are not limited to:

- Prepare the agenda in consultation with the City Staff Liaison.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Invoke a reasonable time limit for speakers during public testimony.
- Ensure that the bylaws are followed and actions are properly taken.
- Maintain meeting decorum.
- Extend meetings or schedule special meetings as necessary.
- Cancel meetings, in consultation with the City Staff Liaison.
- Facilitate the development of the annual work plan.
- Develop annual calendar of anticipated agenda items for each month.
- Consult with members regarding attendance issues.
- Encourage active participation by Heritage Preservation Board members and the members of the public.

The Vice Chairperson performs the duties of the Chairperson in their absence. If both the Chairperson and the Vice Chairperson are absent, an acting chairperson may be assigned in advance by either officer or at the meeting by a majority vote of the members.

Section 6: City Staff Liaison

Refer to city code section 1500.02. The Heritage Preservation Board has a City Staff Liaison appointed by the City Manager. The City Staff Liaison is expected to work cooperatively with Heritage Preservation Board members. Members may not direct city staff but can request assistance through the City Staff Liaison to carry out the Heritage Preservation Board mission. The duties of the City Staff Liaison include but are not limited to:

- Work with Chairperson to prepare and distribute meeting agendas.
- Reserve meeting rooms and other needed meeting equipment.
- Record and prepare meeting minutes (or delegate the responsibility to another city staff member).
- Provide technical expertise and access to city resources.
- Work with Chairperson to ensure bylaws are followed and annual work plans are submitted.
- Relay information or directives from City Council meetings or work sessions relevant to the Heritage Preservation Board.
- Respond to Heritage Preservation Board inquiries in a timely manner.
- Forward information to and between Heritage Preservation Board members.
- Record meeting attendance, include the current attendance record with each packet and consult with the Chairperson and City Clerk regarding attendance issues.



Heritage Preservation Board Bylaws

- Provide orientation materials to new members and chairperson.
- Handle funds allocated to the Heritage Preservation Board in accordance with its directives, city policies and legal requirements.
- Serve as the custodian of Heritage Preservation Board records.
- Work with City Clerk to serve all notices required by law or these bylaws.

Concerns with the performance of the City Staff Liaison should be directed to the Assistant City Manager.

Section 7: Committees and Working Groups

Introduction

Committees or Working Groups may be established by a majority vote of the Heritage Preservation Board to study issues in greater depth and report findings. Committees or Working Groups present their analysis to the Heritage Preservation Board for discussion and recommendations. The Heritage Preservation Board has the sole authority to make final recommendations on all matters on which a Committee or Working Group has given guidance. The Heritage Preservation Board defines the scope and the duration of the Committee or Working Group's mission. In no case may the Committee or Working Group exceed the authority granted by the Heritage Preservation Board.

Committee and Working Group participants may not include enough voting Heritage Preservation Board members to constitute a quorum for the Heritage Preservation Board. Committees or Working Groups may be designated as standing (ongoing) or temporary in nature.

Definitions

Committees and Working Groups may be comprised of two or more people, one of which is the chair appointed by the Heritage Preservation Board. A Committee is comprised of current Heritage Preservation Board members only. A Working Group is led by a Heritage Preservation Board member, but will also include members of the public.

Working Group Announcement

Public notice will be given of the formation of any Working Group, including a press release from the City to local media outlets. Individuals will have a minimum of 14 days after the public notice to express interest in joining before members are selected.

Public Access

Based on the potential public interest in the topic, some Committees and Working Groups meetings may be designated as public meetings by the Heritage Preservation Board or the City Council. If a Committee or Working Group's meetings are designated as public meetings, official meeting notices, written agendas and written minutes are required. Refer to Section 4 of these bylaws for additional information on meeting notices.



Heritage Preservation Board Bylaws

Appointments and Chair Assignments

Committees: The Heritage Preservation Board Chairperson will ask for Committee volunteers from the Heritage Preservation Board membership. A majority vote may approve the Committee appointments once sufficient volunteers are established. The Committee will elect its own chair and notify the Heritage Preservation Board Chairperson.

Working Groups: The Heritage Preservation Board Chairperson will ask for volunteers from the Heritage Preservation Board to serve as the Working Group Chair. The Working Group Chair is approved by a majority of the Heritage Preservation Board members. The Working Group Chair will recommend other Working Group members. By definition, those members will include individuals outside of the Heritage Preservation Board. The Chair may also nominate a co-chair who is not a Heritage Preservation Board member. Working Group appointments will be made by a majority vote of Heritage Preservation Board members.

The duties of the Committee or Working Group Chair(s) include but are not limited to:

- Set the meeting schedule and, if required, notify the City Staff Liaison for public notification.
- Prepare and distribute a written meeting agenda, if required.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Ensure that this section of the bylaws and Heritage Preservation Board directives are followed.
- Maintain meeting decorum.
- Recommend members and notify Heritage Preservation Board of changes in membership (Working Group only).
- Report on the Committee or Working Groups activities at each regular Heritage Preservation Board meeting.
- Communicate to the Committee or Working Group any directives, questions or input from the Heritage Preservation Board.

Resignation or Removal

A Committee or Working Group member may voluntarily resign by submitting his or her written resignation to the Chair of the Committee or Working Group. A Committee or Working Group member may be removed by a majority vote of the Heritage Preservation Board.

Disbanding

A Committee or Working Group may be disbanded at any regular meeting of the Heritage Preservation Board by a majority vote of the members. Committees or Working Groups will automatically be disbanded if no member of the Heritage Preservation Board is available to serve or appropriate volunteer membership cannot be established.

Section 8: Communication

Applicability

This section applies to all types of media and communication methods including face-to-face, telephone, email and social media.



Heritage Preservation Board Bylaws

Communication Between Members Outside of Meetings

Heritage Preservation Board-related communication between members when a quorum of voting members is present constitutes a violation of open meeting laws if it takes place outside of publicly-noticed meetings. Members are prohibited from discussing Heritage Preservation Board business in such a situation. Since email communication is common outside of meetings, the following email protocol is adopted:

- Any email communication intended for a majority of Heritage Preservation Board members should go through the City staff Liaison so that an appropriate record can be established.
- Members should not respond "reply all" to group messages.
- Members should not blind copy (bcc) other members.

Members must not engage in a serial discussion of Heritage Preservation Board business. A serial discussion occurs when members discuss official business with a majority of voting members through successive communications. Serial communication can occur through a combination of communication methods such as face to face, email, telephone or on a social media site.

Communication with the Public Outside of Meetings

Heritage Preservation Board members are encouraged to share their work with members of the public within the guidelines noted in the paragraph below.

When communicating Heritage Preservation Board business with the public, members should understand and convey the following:

- The deliberations and decisions of the Heritage Preservation Board will be based solely on information contained in the public record presented to all Heritage Preservation Board members participating the deliberation or action.
- The member's comments do not represent the opinion or viewpoint of other commissioners or the Heritage Preservation Board as a whole.

Members should exercise care not to communicate how they intend to vote on any pending matter or give the appearance any matter has been pre-decided.

Public Announcements and Press Releases

The City's Communications and Marketing Department will approve and coordinate any public announcements, press releases or other media contact desired by the Heritage Preservation Board.

Section 9: Financial Transactions

All financial expenditures by the Heritage Preservation Board must relate to the Heritage Preservation Board mission and be covered under the Heritage Preservation Board budget. All expenditures must be approved in advance by a majority of the voting members. The City Staff Liaison is responsible for ensuring that all approved expenditures or reimbursements meet the criteria above as well as other city financial policies. Expenditures that do not meet the criteria above will not be reimbursed. The Heritage Preservation Board does not have the authority to execute contracts

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or to otherwise financially obligate the City of Edina. Any contract related to Heritage Preservation Board business will be managed by the City Staff Liaison and may be subject to City Council approval.

Section 10: Ethical and Respectful Conduct

Conflict of Interest

Members may not use their position on the Heritage Preservation Board for personal benefit. The interests of the Heritage Preservation Board must be the first priority in all decisions and actions. Any member who has a financial interest in, or who may receive a financial benefit as a result of, any Heritage Preservation Board action or decision must disclose this fact as a conflict of interest. A member who has disclosed a conflict of interest should abstain from discussion and voting on the matter.

Gifts

Heritage Preservation Board members may not receive personal gifts from any “interested person” in conjunction with their board and commission duties. An “interested person” is a person, or representative of a person or an association, who has a direct financial interest in a recommendation under the Heritage Preservation Board’s purview. This section does not apply to lawful campaign contributions. The Heritage Preservation Board may recommend acceptance of general gifts or donations through the City’s donation policy.

Respectful Behavior

The City of Edina is committed to providing a work environment free from violence for all elected and appointed officials, employees and visitors. The City does not tolerate any form of violence in the workplace including threats or intimidating actions by or against any of the groups cited above. Violence and threats may include, but are not limited to:

- Any act which is a physical assault
- Any threat, behavior or action which is interpreted by a reasonable person to carry the potential to harm or endanger the safety of others, or result in an act of aggression, or destroy or damage city property.

The Chairperson and City Staff Liaison have the right to call for the immediate removal of anyone who threatens or commits an act of violence on City property.

Respectful behavior also includes how Heritage Preservation Board members relate to each other, City staff and members of the public. Members share a joint responsibility in modeling, monitoring and addressing behavior within the group.

During Heritage Preservation Board interactions, members should strive to:

- Treat people with courtesy, politeness and kindness
- Encourage others to express their opinions and ideas
- Listen to what others have to say
- Use the ideas of others to improve decisions and outcomes
- Recognize cultural differences



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Members should avoid:

- Speaking over or cutting off another individual's comments
- Insulting, disparaging or putting down people or their ideas
- Bullying other members by displaying a pattern of belittling, demeaning, judging or patronizing comments.

How to Report

Members can report cases of unethical conduct to the City Staff Liaison, Assistant City Manager, City Manager or City Attorney.

Appendix

City Code section 1500 – Boards and Commissions

City Code section 1504 – Heritage Preservation Board



Human Rights and Relations Commission Bylaws

Section 1: Introduction

The bylaws outlined below are approved procedures for the Human Rights and Relations Commission (HRRC). Members should review and understand City Code sections 1500 and 1501 included in the appendix of these bylaws. In the event of a conflict between the City Code and the HRRC bylaws, the City Code will prevail.

Some components of these bylaws are common across all City boards and commissions. The City Staff Liaison should be consulted prior to considering bylaw amendments. Proposed bylaw amendments should be announced one meeting prior to voting on the proposed change. Bylaw amendments require the approval of a majority of the voting HRRC members and approval by the City Council.

In addition to the city code and these bylaws, the HRRC will be guided by those policies and procedural documents applicable to the HRRC or City advisory boards in general. Copies of these documents will be made available to members at the beginning of their service with the HRRC.

Section 2: Mission and Business Address

Refer to city code sections 1500.01 and 1501.02 for the HRRC mission. The business office for the HRRC is located at Edina City Hall; 4801 W. 50th St. Edina, MN 55424-1394. Members of the public can also contact the HRRC at edinamail@ci.edina.mn.us.

Section 3: Membership

Membership Composition

Refer to city code sections 1500.03 and 1501.04.

Terms of Membership

Refer to city code section 1500.04.

Contact Information

HRRC members are required to provide a mailing address and phone number or email address to the City Clerk. This contact information is available to city staff and members of the public.

Responsibilities

HRRC members are expected to be present and adequately prepared for all meetings and to actively participate in meeting discussions. Members who are unable to complete assigned tasks should notify the Chairperson as soon as possible.



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Attendance

Refer to city code section 1500.09. If a member cannot attend a regular meeting, he or she should notify the staff liaison as soon as possible and ideally no later than two hours prior to the start of the meeting. Cancelled meetings will be counted as meetings held and attended for purpose of calculating attendance percentages.

Resignation or Removal

Refer to city code section 1500.04. The HRRC may ask the City Council to review a member's appointment based on the member's failure to perform the responsibilities outlined above.

Section 4: Meetings

Meeting Notice

Refer to city code section 1500.07. All board and commission meetings are open to the public. To comply with legal requirements and ensure accessibility to the public, the City Clerk gives official notice of all HRRC meetings on the City's website and at City Hall.

Regular Meetings

Refer to city code section 1500.07. Regular meetings of the HRRC are held at Edina City Hall or another officially noticed location on the fourth Tuesday of every month at 7:00 p.m. A regular meeting may be rescheduled by the HRRC at a prior meeting.

Annual Meeting

In February the HRRC will hold an annual meeting to:

- Elect officers for the upcoming year,
- Review and update bylaws as necessary, and
- Affirm the regular meeting schedule for the upcoming year.

Special Meetings

Special meetings of the HRRC may be called by the Chairperson, City Council, City Manager or by the directive of a majority of the HRRC voting members. Members will be notified of the special meeting by written or email communication at least three calendar days in advance of the meeting. To comply with the open meeting law and to ensure accessibility to the public, the City Clerk posts official notice of all special meetings. A quorum is not required for special meetings; however, members cannot take action on a motion unless a quorum is present.

Cancelling Meetings

Meetings of the HRRC can be cancelled by the Chairperson, City Council, City Manager or by the directive of a majority of the HRRC voting members. Meetings may be cancelled for insufficient business, lack of quorum, conflict with a holiday, inclement weather or in the event of a community emergency.

Quorum

A simple majority of the voting members (5 out of 9) constitutes a quorum for any regular or special meeting. If a quorum is not achieved within 15 minutes of the start of the meeting, no votes on HRRC business may be taken. If



Human Rights and Relations Commission Bylaws

during the course of a meeting a quorum is not maintained, no further votes on (BOARD OR COMMISSION) business may be taken.

Meeting Agendas

Meeting agendas will be prepared by the Chairperson in consultation with the City Staff Liaison. Members may request that items be added to the agenda; however, the addition of such items is subject to approval by a majority of the voting members. The meeting agenda and related materials will be sent electronically the Thursday prior to the scheduled regular meeting.

Meeting Proceedings

During regular meetings, business will be conducted in the order listed below. The order of business may be changed with the support of a majority of the voting members.

- Call to order
- Roll call
- Approval of agenda
- Approval of minutes from preceding meeting
- Public hearings
- Community comment
- Reports and recommendations
- Correspondence
- Commission comments
- Staff comments
- Adjournment

Meetings will be conducted according to the latest edition of *Roberts Rules of Order*.

Community Comment

During "Community Comment," the Chair will ask to hear from those in attendance who would like to speak about something not on the agenda that is relevant to the HRRC. Individuals must limit their presentations to three minutes. Chair has the right to limit the number of speakers making similar statements and to limit comments related to matters previously discussed. The HRRC is not required to respond to the comments. In order to maintain a respectful environment for all those in attendance, disruptive behavior such as the use of signs, clapping, cheering or booing is not allowed.

Motions and Voting

A simple majority of voting members present and voting will decide all motions before the HRRC. At the request of a member, a roll call vote will be taken when there is a divided vote on any item. A tie vote on any motion will result in a failure to pass. Student members are not eligible to vote.

Meeting Minutes

Refer to city code section 1500.08. City staff will prepare minutes for HRRC meetings. The minutes will include which members were present and absent, a summary of each item discussed and any motions proposed, and the votes on those motions. If a member of city staff is not present to record minutes, the HRRC will appoint a secretary to prepare



Human Rights and Relations Commission Bylaws

the minutes. The secretary will prepare draft minutes within two weeks of the meeting date and forward the draft to the Chair and City Staff Liaison. Approved minutes will be posted on the City's website and forwarded to the City Clerk for distribution to the City Council by the City Staff Liaison.

Section 5: Officers

Refer to city code section 1500.06. The HRRC will hold elections for the officer positions of Chairperson and Vice Chairperson at the annual meeting in February. The Chairperson may make and second motions and vote on all motions. The duties of the Chairperson include but are not limited to:

- Prepare the agenda in consultation with the City Staff Liaison.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Invoke a reasonable time limit for speakers during public testimony.
- Ensure that the bylaws are followed and actions are properly taken.
- Maintain meeting decorum.
- Extend meetings or schedule special meetings as necessary.
- Cancel meetings, in consultation with the City Staff Liaison.
- Facilitate the development of the annual work plan.
- Develop annual calendar of anticipated agenda items for each month.
- Consult with members regarding attendance issues.
- Encourage active participation by HRRC members and the members of the public.

The Vice Chairperson performs the duties of the Chairperson in their absence. If both the Chairperson and the Vice Chairperson are absent, an acting chairperson may be assigned in advance by either officer or at the meeting by a majority vote of the members.

Section 6: City Staff Liaison

Refer to city code section 1500.02. The HRRC has a City Staff Liaison appointed by the City Manager. The City Staff Liaison is expected to work cooperatively with HRRC members. Members may not direct city staff but can request assistance through the City Staff Liaison to carry out the HRRC mission. The duties of the City Staff Liaison include but are not limited to:

- Work with Chairperson to prepare and distribute meeting agendas.
- Reserve meeting rooms and other needed meeting equipment.
- Record and prepare meeting minutes (or delegate the responsibility to another city staff member).
- Provide technical expertise and access to city resources.
- Work with Chairperson to ensure bylaws are followed and annual work plans are submitted.
- Relay information or directives from City Council meetings or work sessions relevant to the HRRC.
- Respond to HRRC inquiries in a timely manner.
- Forward information to and between HRRC members.
- Record meeting attendance, include the current attendance record with each packet and consult with the Chairperson and City Clerk regarding attendance issues.



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- Provide orientation materials to new members and chairperson.
- Handle funds allocated to the HRRC in accordance with its directives, city policies and legal requirements.
- Serve as the custodian of HRRC records.
- Work with City Clerk to serve all notices required by law or these bylaws.

Concerns with the performance of the City Staff Liaison should be directed to the Assistant City Manager.

Section 7: Committees and Working Groups

Introduction

Committees or Working Groups may be established by a majority vote of the HRRC to study issues in greater depth and report findings. Committees or Working Groups present their analysis to the HRRC for discussion and recommendations. The HRRC has the sole authority to make final recommendations on all matters on which a Committee or Working Group has given guidance. The HRRC defines the scope and the duration of the Committee or Working Group's mission. In no case may the Committee or Working Group exceed the authority granted by the HRRC.

Committee and Working Group participants may not include enough voting HRRC members to constitute a quorum for the HRRC. Committees or Working Groups may be designated as standing (ongoing) or temporary in nature.

Definitions

Committees and Working Groups may be comprised of two or more people, one of which is the chair appointed by the HRRC. A Committee is comprised of current HRRC members only. A Working Group is led by a HRRC member, but will also include members of the public.

Working Group Announcement

Public notice will be given of the formation of any Working Group, including a press release from the City to local media outlets. Individuals will have a minimum of 14 days after the public notice to express interest in joining before members are selected.

Public Access

Based on the potential public interest in the topic, some Committees and Working Groups meetings may be designated as public meetings by the HRRC or the City Council. If a Committee or Working Group's meetings are designated as public meetings, official meeting notices, written agendas and written minutes are required. Refer to Section 4 of these bylaws for additional information on meeting notices.

Appointments and Chair Assignments

Committees: The HRRC Chairperson will ask for Committee volunteers from the HRRC membership. A majority vote may approve the Committee appointments once sufficient volunteers are established. The Committee will elect its own chair and notify the HRRC Chairperson.

Working Groups: The HRRC Chairperson will ask for volunteers from the HRRC to serve as the Working Group Chair. The Working Group Chair is approved by a majority of the HRRC members. The Working Group Chair will recommend other



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Working Group members. By definition, those members will include individuals outside of the HRRC. The Chair may also nominate a co-chair who is not a HRRC member. Working Group appointments will be made by a majority vote of HRRC members.

The duties of the Committee or Working Group Chair(s) include but are not limited to:

- Set the meeting schedule and, if required, notify the City Staff Liaison for public notification.
- Prepare and distribute a written meeting agenda, if required.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Ensure that this section of the bylaws and HRRC directives are followed.
- Maintain meeting decorum.
- Recommend members and notify HRRC of changes in membership (Working Group only).
- Report on the Committee or Working Groups activities at each regular HRRC meeting.
- Communicate to the Committee or Working Group any directives, questions or input from the HRRC.

Resignation or Removal

A Committee or Working Group member may voluntarily resign by submitting his or her written resignation to the Chair of the Committee or Working Group. A Committee or Working Group member may be removed by a majority vote of the HRRC.

Disbanding

A Committee or Working Group may be disbanded at any regular meeting of the HRRC by a majority vote of the members. Committees or Working Groups will automatically be disbanded if no member of the HRRC is available to serve or appropriate volunteer membership cannot be established.

Section 8: Communication

Applicability

This section applies to all types of media and communication methods including face-to-face, telephone, email and social media.

Communication Between Members Outside of Meetings

HRRC-related communication between members when a quorum of voting members is present constitutes a violation of open meeting laws if it takes place outside of publicly-noticed meetings. Members are prohibited from discussing HRRC business in such a situation. Since email communication is common outside of meetings, the following email protocol is adopted:

- Any email communication intended for a majority of HRRC members should go through the City staff Liaison so that an appropriate record can be established.
- Members should not respond "reply all" to group messages.
- Members should not blind copy (bcc) other members.



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Members must not engage in a serial discussion of HRRC business. A serial discussion occurs when members discuss official business with a majority of voting members through successive communications. Serial communication can occur through a combination of communication methods such as face to face, email, telephone or on a social media site.

Communication with the Public Outside of Meetings

HRRC members are encouraged to share their work with members of the public within the guidelines noted in the paragraph below.

When communicating HRRC business with the public, members should understand and convey the following:

- The deliberations and decisions of the HRRC will be based solely on information contained in the public record presented to all HRRC members participating the deliberation or action.
- The member's comments do not represent the opinion or viewpoint of other commissioners or the HRRC as a whole.

Members should exercise care not to communicate how they intend to vote on any pending matter or give the appearance any matter has been pre-decided.

Public Announcements and Press Releases

The City's Communications and Marketing Department will approve and coordinate any public announcements, press releases or other media contact desired by the HRRC.

Section 9: Financial Transactions

All financial expenditures by the HRRC must relate to the HRRC mission and be covered under the HRRC budget. All expenditures must be approved in advance by a majority of the voting members. The City Staff Liaison is responsible for ensuring that all approved expenditures or reimbursements meet the criteria above as well as other city financial policies. Expenditures that do not meet the criteria above will not be reimbursed. The HRRC does not have the authority to execute contracts or to otherwise financially obligate the City of Edina. Any contract related to HRRC business will be managed by the City Staff Liaison and may be subject to City Council approval.

Section 10: Ethical and Respectful Conduct

Conflict of Interest

Members may not use their position on the HRRC for personal benefit. The interests of the HRRC must be the first priority in all decisions and actions. Any member who has a financial interest in, or who may receive a financial benefit as a result of, any HRRC action or decision must disclose this fact as a conflict of interest. A member who has disclosed a conflict of interest should abstain from discussion and voting on the matter.

Gifts

HRRC members may not receive personal gifts from any "interested person" in conjunction with their board and commission duties. An "interested person" is a person, or representative of a person or an association, who has a direct



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financial interest in a recommendation under the HRRC's purview. This section does not apply to lawful campaign contributions. The HRRC may recommend acceptance of general gifts or donations through the City's donation policy.

Respectful Behavior

The City of Edina is committed to providing a work environment free from violence for all elected and appointed officials, employees and visitors. The City does not tolerate any form of violence in the workplace including threats or intimidating actions by or against any of the groups cited above. Violence and threats may include, but are not limited to:

- Any act which is a physical assault
- Any threat, behavior or action which is interpreted by a reasonable person to carry the potential to harm or endanger the safety of others, or result in an act of aggression, or destroy or damage city property.

The Chairperson and City Staff Liaison have the right to call for the immediate removal of anyone who threatens or commits an act of violence on City property.

Respectful behavior also includes how HRRC members relate to each other, City staff and members of the public. Members share a joint responsibility in modeling, monitoring and addressing behavior within the group.

During HRRC interactions, members should strive to:

- Treat people with courtesy, politeness and kindness
- Encourage others to express their opinions and ideas
- Listen to what others have to say
- Use the ideas of others to improve decisions and outcomes
- Recognize cultural differences

Members should avoid:

- Speaking over or cutting off another individual's comments
- Insulting, disparaging or putting down people or their ideas
- Bullying other members by displaying a pattern of belittling, demeaning, judging or patronizing comments.

How to Report

Members can report cases of unethical conduct to the City Staff Liaison, Assistant City Manager, City Manager or City Attorney.

Appendix

City Code section 1500

City Code section 1501

Park Board Bylaws



Section 1: Introduction

The bylaws outlined below are approved procedures for the Edina Park Board. Members should review and understand City Code sections 1500 and 1507 included in the appendix of these bylaws. In the event of a conflict between the City Code and the Edina Park Board bylaws, the City Code will prevail.

Some components of these bylaws are common across all City boards and commissions. The City Staff Liaison should be consulted prior to considering bylaw amendments. Proposed bylaw amendments should be announced one meeting prior to voting on the proposed change. Bylaw amendments require the approval of a majority of the voting Park Board members and approval by the City Council.

In addition to the city code and these bylaws, the Edina Park Board will be guided by those policies and procedural documents applicable to the Edina Park Board or City advisory boards in general. Copies of these documents will be made available to members at the beginning of their service with the Edina Park Board.

Section 2: Mission and Business Address

Refer to city code sections 1500.01 and 1507.02 for the Edina Park Board purpose and duties. The business office for the Edina Park Board is located at Edina City Hall 4801 West 50th Street, Edina, MN 55424. Members of the public can also contact the Edina Park Board at edinamail@ci.edina.mn.us.

Section 3: Membership

Membership Composition

Refer to city code sections 1500.03 and 1507.03.

Terms of Membership

Refer to city code section 1500.04.

Contact Information

Edina Park Board members are required to provide a mailing address and phone number or email address to the City Clerk. This contact information is available to city staff and members of the public.

Responsibilities

Edina Park Board members are expected to be present and adequately prepared for all meetings and to actively participate in meeting discussions. Members who are unable to complete assigned tasks should notify the Chairperson as soon as possible.

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Attendance

Refer to city code section 1500.09. If a member cannot attend a regular meeting, he or she should notify the staff liaison as soon as possible and ideally no later than two hours prior to the start of the meeting. Cancelled meetings will be counted as meetings held and attended for purpose of calculating attendance percentages.

Resignation or Removal

Refer to city code section 1500.04. The Edina Park Board may ask the City Council to review a member's appointment based on the member's failure to perform the responsibilities outlined above.

Section 4: Meetings

Meeting Notice

Refer to city code section 1500.07. All board and commission meetings are open to the public. To comply with legal requirements and ensure accessibility to the public, the City Clerk gives official notice of all Edina Park Board meetings on the City's website and at City Hall.

Regular Meetings

Refer to city code section 1500.07. Regular meetings of the Edina Park Board are held at Edina City Hall or another officially noticed location on the second Tuesday of each month. A regular meeting may be rescheduled by the Edina Park Board at a prior meeting.

Annual Meeting

In February, the Edina Park Board will hold an annual meeting to:

- Elect officers for the upcoming year,
- Review and update bylaws as necessary, and
- Affirm the regular meeting schedule for the upcoming year.

Special Meetings

Special meetings of the Edina Park Board may be called by the Chairperson, City Council, City Manager or by the directive of a majority of the Edina Park Board voting members. Members will be notified of the special meeting by written or email communication at least three calendar days in advance of the meeting. To comply with the open meeting law and to ensure accessibility to the public, the City Clerk posts official notice of all special meetings. A quorum is not required for special meetings; however, members cannot take action on a motion unless a quorum is present.

Cancelling Meetings

Meetings of the Edina Park Board can be cancelled by the Chairperson, City Council, City Manager or by the directive of a majority of the Edina Park Board voting members. Meetings may be cancelled for insufficient business, lack of quorum, conflict with a holiday, inclement weather or in the event of a community emergency.

Quorum

A simple majority of the voting members constitutes a quorum for any regular or special meeting. No votes may be taken if a quorum is not established or maintained.

Park Board Bylaws



Meeting Agendas

Meeting agendas will be prepared by the Chairperson in consultation with the City Staff Liaison. Members may request that items be added to the agenda; however, the addition of such items is subject to approval by a majority of the voting members. The meeting agenda and related materials will be sent electronically and mailed the **Wednesday** prior to the scheduled regular meeting.

Meeting Proceedings

During regular meetings, business will be conducted in the order listed below. The order of business may be changed with the support of a majority of the voting members.

- Call to order
- Roll call
- Approval of agenda
- Approval of minutes from preceding meeting
- Public hearings
- Community comment
- Reports and recommendations
- Correspondence
- Commission comments
- Staff comments
- Adjournment

Meetings will be conducted according to the latest edition of *Roberts Rules of Order*.

Community Comment

During "Community Comment," the Chair will ask to hear from those in attendance who would like to speak about something not on the agenda that is relevant to the Edina Park Board. Individuals must limit their presentations to three minutes. Chair has the right to limit the number of speakers making similar statements and to limit comments related to matters previously discussed. The Edina Park Board is not required to respond to the comments. In order to maintain a respectful environment for all those in attendance, disruptive behavior such as the use of signs, clapping, cheering or booing is not allowed.

Motions and Voting

A simple majority of voting members present and voting will decide all motions before the Edina Park Board. At the request of a member, a roll call vote will be taken when there is a divided vote on any item. A tie vote on any motion will result in a failure to pass. Student members are not eligible to vote.

Meeting Minutes

Refer to city code section 1500.08. City staff will prepare minutes for the Edina Park Board meetings. The minutes will include which members were present and absent, a summary of each item discussed and any motions proposed, and the votes on those motions. If a member of city staff is not present to record minutes, the Edina Park Board will appoint a secretary to prepare the minutes. The secretary will prepare draft minutes within two weeks of the meeting date and forward the draft to the Chair and City Staff Liaison. Approved minutes will be posted on the City's website and forwarded to the City Clerk for distribution to the City Council by the City Staff Liaison.

Park Board Bylaws



Section 5: Officers

Refer to city code section 1500.06. The Edina Park Board will hold elections for the officer positions of Chairperson and Vice Chairperson at the annual meeting in February. The Chairperson may make and second motions and vote on all motions. The duties of the Chairperson include but are not limited to:

- Prepare the agenda in consultation with the City Staff Liaison.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Invoke a reasonable time limit for speakers during public testimony.
- Ensure that the bylaws are followed and actions are properly taken.
- Maintain meeting decorum.
- Extend meetings or schedule special meetings as necessary.
- Cancel meetings, in consultation with the City Staff Liaison.
- Facilitate the development of the annual work plan.
- Develop annual calendar of anticipated agenda items for each month.
- Consult with members regarding attendance issues.
- Encourage active participation by Edina Park Board members and the members of the public.

The Vice Chairperson performs the duties of the Chairperson in their absence. If both the Chairperson and the Vice Chairperson are absent, an acting chairperson may be assigned in advance by either officer or at the meeting by a majority vote of the members.

Section 6: City Staff Liaison

Refer to city code section 1500.02. The Edina Park Board has a City Staff Liaison appointed by the City Manager. The City Staff Liaison is expected to work cooperatively with Edina Park Board members. Members may not direct city staff but can request assistance through the City Staff Liaison to carry out the Edina Park Board mission. The duties of the City Staff Liaison include but are not limited to:

- Work with Chairperson to prepare and distribute meeting agendas.
- Reserve meeting rooms and other needed meeting equipment.
- Record and prepare meeting minutes (or delegate the responsibility to another city staff member).
- Provide technical expertise and access to city resources.
- Work with Chairperson to ensure bylaws are followed and annual work plans are submitted.
- Relay information or directives from City Council meetings or work sessions relevant to the Edina Park Board.
- Respond to Edina Park Board inquiries in a timely manner.
- Forward information to and between Edina Park Board members.
- Record meeting attendance, include the current attendance record with each packet and consult with the Chairperson and City Clerk regarding attendance issues.
- Provide orientation materials to new members and chairperson.
- Handle funds allocated to the Edina Park Board in accordance with its directives, city policies and legal requirements.
- Serve as the custodian of Edina Park Board records.
- Work with City Clerk to serve all notices required by law or these bylaws.

Park Board Bylaws



Concerns with the performance of the City Staff Liaison should be directed to the Assistant City Manager.

Section 7: Committees and Working Groups

Introduction

Committees or Working Groups may be established by a majority vote of the Edina Park Board to study issues in greater depth and report findings. Committees or Working Groups present their analysis to the Edina Park Board for discussion and recommendations. The Edina Park Board has the sole authority to make final recommendations on all matters on which a Committee or Working Group has given guidance. The Edina Park Board defines the scope and the duration of the Committee or Working Group's mission. In no case may the Committee or Working Group exceed the authority granted by the Edina Park Board.

Committee and Working Group participants may not include enough voting Edina Park Board members to constitute a quorum for the Edina Park Board. Committees or Working Groups may be designated as standing (ongoing) or temporary in nature.

Definitions

Committees and Working Groups may be comprised of two or more people, one of which is the chair appointed by the Edina Park Board. A Committee is comprised of current Edina Park Board members only. A Working Group is led by an Edina Park Board member, but will also include members of the public.

Working Group Announcement

Public notice will be given of the formation of any Working Group, including a press release from the City to local media outlets. Individuals will have a minimum of 14 days after the public notice to express interest in joining before members are selected.

Public Access

Based on the potential public interest in the topic, some Committees and Working Groups meetings may be designated as public meetings by the Edina Park Board or the City Council. If a Committee or Working Group's meetings are designated as public meetings, official meeting notices, written agendas and written minutes are required. Refer to Section 4 of these bylaws for additional information on meeting notices.

Appointments and Chair Assignments

Committees: The Edina Park Board Chairperson will ask for Committee volunteers from the Edina Park Board membership. A majority vote may approve the Committee appointments once sufficient volunteers are established. **A temporary Committee Chairperson will be appointed by the Park Board at the time of Committee formation.**

Working Groups: The Edina Park Board Chairperson will ask for volunteers from the Edina Park Board to serve as the Working Group Chair. The Working Group Chair is approved by a majority of the Edina Park Board members. The Working Group Chair will recommend other Working Group members. By definition, those members will include

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individuals outside of the Edina Park Board. The Chair may also nominate a co-chair who is not a Edina Park Board member. Working Group appointments will be made by a majority vote of Edina Park Board members.

The duties of the Committee or Working Group Chair(s) include but are not limited to:

- Set the meeting schedule and, if required, notify the City Staff Liaison for public notification.
- Prepare and distribute a written meeting agenda, if required.
- Lead the meeting in accordance with the agenda and facilitate discussion on agenda items.
- Ensure that this section of the bylaws and Edina Park Board directives are followed.
- Maintain meeting decorum.
- Recommend members and notify Edina Park Board of changes in membership (Working Group only).
- Report on the Committee or Working Groups activities at each regular Edina Park Board meeting.
- Communicate to the Committee or Working Group any directives, questions or input from the Edina Park Board.

Resignation or Removal

A Committee or Working Group member may voluntarily resign by submitting his or her written resignation to the Chair of the Committee or Working Group. A Committee or Working Group member may be removed by a majority vote of the Edina Park Board.

Disbanding

A Committee or Working Group may be disbanded at any regular meeting of the Edina Park Board by a majority vote of the members. Committees or Working Groups will automatically be disbanded if no member of the Edina Park Board is available to serve or appropriate volunteer membership cannot be established.

Section 8: Communication

Applicability

This section applies to all types of media and communication methods including face-to-face, telephone, email and social media.

Communication Between Members Outside of Meetings

Edina Park Board-related communication between members when a quorum of voting members is present constitutes a violation of open meeting laws if it takes place outside of publicly-noticed meetings. Members are prohibited from discussing Edina Park Board business in such a situation. Since email communication is common outside of meetings, the following email protocol is adopted:

- Any email communication intended for a majority of Edina Park Board members should go through the City staff Liaison so that an appropriate record can be established.
- Members should not respond "reply all" to group messages.
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Members must not engage in a serial discussion of Edina Park Board business. A serial discussion occurs when members discuss official business with a majority of voting members through successive communications. Serial communication

Park Board Bylaws



can occur through a combination of communication methods such as face to face, email, telephone or on a social media site.

Communication with the Public Outside of Meetings

Edina Park Board members are encouraged to share their work with members of the public within the guidelines noted in the paragraph below.

When communicating Edina Park Board business with the public, members should understand and convey the following:

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Section 9: Financial Transactions

All financial expenditures by the Edina Park Board must relate to the Edina Park Board mission and be covered under the Edina Park Board budget. All expenditures must be approved in advance by a majority of the voting members. The City Staff Liaison is responsible for ensuring that all approved expenditures or reimbursements meet the criteria above as well as other city financial policies. Expenditures that do not meet the criteria above will not be reimbursed. The Edina Park Board does not have the authority to execute contracts or to otherwise financially obligate the City of Edina. Any contract related to Edina Park Board business will be managed by the City Staff Liaison and may be subject to City Council approval.

Section 10: Ethical and Respectful Conduct

Conflict of Interest

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Gifts

Edina Park Board members may not receive personal gifts from any "interested person" in conjunction with their board and commission duties. An "interested person" is a person, or representative of a person or an association, who has a direct financial interest in a recommendation under the Edina Park Board's purview. This section does not apply to

Park Board Bylaws



lawful campaign contributions. The Edina Park Board may recommend acceptance of general gifts or donations through the City's donation policy.

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The City of Edina is committed to providing a work environment free from violence for all elected and appointed officials, employees and visitors. The City does not tolerate any form of violence in the workplace including threats or intimidating actions by or against any of the groups cited above. Violence and threats may include, but are not limited to:

- Any act which is a physical assault
- Any threat, behavior or action which is interpreted by a reasonable person to carry the potential to harm or endanger the safety of others, or result in an act of aggression, or destroy or damage city property.

The Chairperson and City Staff Liaison have the right to call for the immediate removal of anyone who threatens or commits an act of violence on City property.

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Appendix

City Code section 1500

City Code section 1507