

# BYLAWS OF THE CAPITOLRIVER COUNCIL

## Mission:

CapitolRiver Council, an official advisory group to the city council, represents and works in partnership with all District 17 Stakeholders to act on urban planning and community building efforts as part of a shared vision to support sustainable, safe, healthy, and vibrant neighborhoods.

## ARTICLE 1 CRC and Activities

### 1.1 Name

The name of this corporation shall be CapitolRiver Council, District 17, hereinafter "CRC."

### 1.2 Limitations

The CRC is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue code of 1954 as it currently and shall hereafter be in force and effect.

### 1.3 Area of Service

District 17, Saint Paul Minnesota -- The CRC service area comprises the region between the Lafayette Bridge in the southeast; I-94 in the northeast; University Avenue from I-35 to Rice Street in the north; Marion Street in the northwest; John Ireland Boulevard, Kellogg Boulevard and the Mississippi River in the south; including the generally recognized areas of the historic Lowertown district, Downtown and the State Capitol.

### 1.4 Purpose

The CRC exists to unite and educate its community by

- A. Providing an open and effective forum for stakeholder participation.
- B. Initiating, reviewing, and making recommendations to the Saint Paul City Council and other decision makers on issues which support the CRC Mission.

### 1.5 Stakeholders

Stakeholders comprise residents, business and property owners, and persons employed within District 17.

## ARTICLE 2 Members

### 2.1 Voting Members

Membership status is limited to District 17 residents, business owners, property owners, and non-resident employees who meet all the applicable membership requirements:

- A. Sixteen (16) years of age or older.
- B. Attend one (1) regular or special meeting annually at least 15 days prior to the Annual Meeting.

### 2.2 Departures

Member departures, with further considerations for the Board and Officers, are managed by:

- A. Voluntary – Termination of participation or letter of resignation.
- B. Involuntary – By majority vote, the Board may terminate any member for violation of the code of ethics or code of conduct.

## 2.3 Code of Ethics and Conduct

- A. CapitolRiver Council does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender identity, gender expression, age, national origin (ancestry), disability, public assistance status, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services.
- B. CRC is committed to providing an inclusive and welcoming environment for all members and staff, clients, volunteers, subcontractors, vendors, and clients.

## 2.4 Dues

- A. No membership dues are assessed.
- B. No financial assessment shall be required of Board members.

# ARTICLE 3 Board of Directors

## 3.1 Responsibilities & General Powers

### 3.1.1 Responsibilities

The Board of Directors (hereinafter the Board) is the steward of CRC's mission and resources. It owns a legal and ethical obligation to stakeholders to conduct its activities with accountability and transparency.

The Board responsibilities include:

- A. Developing, defining and reviewing the organization's mission and objectives
- B. Providing overall leadership and strategic direction
- C. Actively setting policy
- D. Ensuring that the CRC has adequate resources to carry out its mission
- E. Providing direct oversight and direction for the executive director and the organization as a whole
- F. Evaluating its own effectiveness as a governing body, as a group of volunteers and as representatives of the community in upholding the public interest served by the organization.

### 3.1.2 General Powers

The Board is empowered to:

- A. Hire and dismiss staff.
- B. Appoint or authorize the appointment of committees.
- C. Specify committee powers, duties, responsibilities, organization, and function.
- D. Conduct review of Executive Director job performance.

## 3.2 Composition

- A. All Board members shall be CRC members and meet the eligibility requirements in Article 2.
- B. Seats on the CapitolRiver Council Board are limited to 27 directors.
- C. The total number of elected directors shall not exceed 18.
- D. The total number of Board appointed seats shall not exceed 9.
  - a. Appointments shall optimally reflect a diversity of stakeholders.
  - b. A majority of Board members must be elected.
- E. A limit of one (1) employee designated by an employer as their representative shall sit on the Board at any time.

## 3.3 Organizational Focus

- A. The CRC should strive to have Board members who are representative of the organization's stakeholders.
- B. Board members should be committed to the success of the CRC mission.
- C. Board members should actively develop an understanding of the mission, ongoing activities, finances, business model and changes in the operating environment of the organization.

- D. Board members should value diversity and understand the role of broad participation and the importance of including diverse groups of people in the current and future success of the organization's work.
- E. Board members are expected to demonstrate their personal stake in the organization through volunteering their time, assisting with raising external funds and making personal financial contributions to the organization as appropriate.

### **3.4 Election, Appointment, Tenure, and Term**

#### **3.4.1 Election**

- A. Board of Director members are elected at the CRC Annual Meeting.
- B. Nine (9) Board seats will be up for election at each Annual Meeting.

#### **3.4.2 Appointment**

- A. Appointed member seats shall be limited to 9.
- B. The Board may appoint organizational members by a majority vote at any regular Board meeting.
  - a. No organization shall be awarded a seat for more than 3 consecutive years. The following organizations are exceptions to this 3-year limit, due to their essential role in helping CRC represent all District 17 stakeholders: The Capitol Area Architecture and Planning Board, Saint Paul Building Owners and Managers Association (BOMA), the Saint Paul Area Chamber, and Visit Saint Paul.
  - b. No political organizations are allowed to be represented.
  - c. Appointed members may be appointed after a one-year hiatus.

#### **3.4.3 Term - Elected Members**

- A. All elected Board members terms are two (2) years.
- B. Terms end after the Annual Meeting.
- C. Board members elected or appointed after the Annual Meeting to fill a vacancy, serve only the remainder of the term.

#### **3.4.4 Tenure – Elected Members**

- A. Elected Board members shall serve no more than 3 consecutive terms.
- B. Board members fulfilling tenure shall wait one full year before again running for election (or accepting appointment).

#### **3.4.5 Term - Appointed Members**

Individuals appointed to the Board shall serve a one (1) year term.

#### **3.4.6 Tenure Appointed Members**

- A. Individuals appointed to the Board shall serve no more than three (3) consecutive terms.
- B. Individuals appointed to fill a vacancy shall serve only the remainder of the term.
- C. Terms end after the Annual Meeting.

### **3.5 Compensation**

Board members will receive no monetary compensation for their duties other than reimbursement for Board-related expenses.

### **3.6 Vacancies**

#### **3.6.1 Elected Seats**

When vacancies occur due to resignations or terminations, the Board of Directors may determine procedures for filling the vacancy, or may decide to wait until the following annual meeting to fill vacant seats.

#### **3.6.2 Appointed Seats**

Vacancies shall be filled by the organization represented by that seat and ratified by the Board.

### 3.7 Resignation

- A. Any Board member or employee of the CRC who is a publicly announced candidate for elected public office shall resign effective the date of the announcement.
- B. Any Board member may resign at any time by delivering a written resignation to the Chair or another officer.
- C. Resignation from the Board shall not constitute resignation as a general member.

### 3.8 Removal

#### 3.8.1 Absence

- A. Any Board member who has four (4) unrequested absences from regular and special Board meetings during the 12-month period starting and ending with the Annual Meeting shall be automatically removed as a Board member.
- B. Board members who are removed for excessive absences may reapply to the Board by submitting a written request to the Officers.

#### 3.8.2 Cause

Any Board member in violation of the CRC's Code of Ethics or Code of Conduct, may be removed by a two-thirds vote of the full Board.

## ARTICLE 4 Officers

### 4.1 Purpose

The Officers shall

- A. Actively attend and participate in Board meetings.
- B. Exercise limited powers of the Board of Directors in the case of a crisis or other urgent circumstances (See Policies and Procedures for acceptable situations).
- C. Execute actions delegated to it by the Board.
- D. Serve as consultants to the Executive Director on matters not falling within the purview of committees.
- E. Immediately report to the Board and Executive Director by email any actions taken to respond to an urgent situation.

### 4.2 Size and Composition

#### 4.2.1 Size

The Officers shall consist of seven (7) elected seats or six (6) should the Past-Chair choose not to or be unable to serve.

#### 4.2.2 Composition

The Officers shall consist of:

- Chair
- Vice Chair
- Internal Relations Officer
- External Relations Officer
- Secretary
- Treasurer
- Past Chair

### 4.3 Vacancies

#### 4.3.1 Office of Chair

The Vice Chair shall assume the office of Chair if the Chair is unable to serve due to health issues or resignation.

#### 4.3.2 All Other Offices (with the exception of Past Chair)

The Board shall confirm a successor based upon the Officers' proposed replacement.

#### **4.3.3 Term**

- A. Officer positions are held for one year.
- B. Any office assumed under this section shall be held until the end of the unexpired term.

#### **4.3.4 Resignation**

- A. Any Officer may resign at any time.
- B. Resignation from the Officers shall not constitute resignation as a Board member.

### **4.4 Functions**

#### **4.4.1 Chair**

- A. The Chair functions as President and Chief Executive Officer of the CRC.
- B. The Chair shall implement the decisions of the Board.
- C. The Chair shall preside over the General Membership meetings and the monthly Board meetings.

#### **4.4.2 Vice Chair**

The Vice Chair functions as Chair and Chief Executive Officer in the absence of the Chair and shall perform such other functions as the Board specifies.

#### **4.4.3 Past-Chair**

- A. The Past-Chair functions to provide continuity and reference for the Chair.
- A. The Past Chair is the Chair who served in the immediate past year.
- B. In the occasion the Past-Chair cannot or chooses not to serve, no person shall be appointed to the position.

#### **4.4.4 Internal Relations Officer**

The Internal Relations Officer monitors internal organizational activities or procedures to provide reasonable assurance that operations support the mission and Board directives.

#### **4.4.5 External Relations Officer**

The External Relations Officer monitors organizational activities or procedures with external parties or agencies to provide reasonable assurance that operations support the mission and Board directives.

#### **4.4.6 Secretary**

- A. Work with staff to assume duties as appropriate to ensure all records and lists are current.
- B. Maintain online repository of all CRC legal and governance documents (this excludes responsibility for committee reports).
- C. Ensure minutes of the Board of Directors meetings are recorded.

#### **4.6.7 Treasurer**

Shall ensure all financial information is compiled, reviewed, approved, reconciled and reported to the membership.

## **ARTICLE 5 Meetings**

The Annual Meeting, Board of Directors meetings, and non-sensitive Officers Meetings of the CRC shall be publicly held and conducted in accordance with the provisions listed in sections 5.1 - 5.11.

### **5.1 Notifications**

Pertinent information including dates, times, locations any other necessary information shall be published electronically in advance when conducting public business.

### **5.2 Logistics**

Board of Directors meetings shall be held at the standard day, time and place determined at the Organizational / Orientation meeting.

### 5.3 Voting

Only members shall have the right to vote at any stakeholder meeting.

### 5.4 Quorum

- A. A quorum for Board of Director meetings shall be fifty 50 percent plus 1 Board member.
- B. A quorum for Annual Meetings shall be 15 (fifteen) percent of voting members.

### 5.5 Proxy

- A. No votes-by-proxy shall be granted for the Annual Meeting.
- B. No Board of Director Members' meeting votes-by-proxy are allowed unless permission is granted by the full Board.

### 5.6 Annual Meeting

Members shall hold an annual meeting in June to elect CRC members of the Board, to identify and discuss issues, and to transact other business.

#### 5.6.1 Motions

- A. Motions must be submitted 30 days prior to the Annual Meeting for inclusion on the published agenda.
- B. Motions from the floor will be accepted in legible written form and read aloud by the presiding officer.

### 5.7 Board Meetings

- A. The Board shall meet on a regular basis at such time and place as determined at the Organizational / Orientation Meeting.
- B. Meetings shall be held monthly, open to the public, consistent with meeting-specific notification regulations and conducted in accordance with the following provisions.
- C. Stakeholders shall be allowed the opportunity to speak in open forum in accordance with the mission and procedures of the CRC.

### 5.8 Organizational/ Orientation Meeting

Shall be held annually at the next Board meeting after the Annual Meeting to select and vote on Officers positions.

### 5.9 Closed-door Meetings

The Board may have closed-door meetings called by the Chair or upon petition to the Chair by one-third (1/3) of the sitting members of the Board. Allowable closed-door meetings:

- A. Staffing and salary concerns
- B. Bidding for services
- C. Other circumstances as determined and approved by the full Board

### 5.10 Officers Meetings

Meetings shall be held at least quarterly, and must be open to the public. A special meeting of the Officers may be called by the Chair or upon petition to the Chair by one-third (1/3) of the sitting Board members to address urgent business when time constraints do not allow the issue to be addressed at a regular or special meeting of the Board.

### 5.11 Standing Committee Meetings (Regular and Special)

- A. Regular and special committee meeting dates and times shall be published electronically in advance when conducting public business.
- B. Committees may hold a closed-door meeting for planning and strategic purposes, however no vote on a matter concerning CRC business shall occur at a closed-door meeting.

### **5.11.1 Voting Rights**

- A. Only committee members shall have the right to vote at any committee meeting.
- B. Stakeholders must have attended two (2) meetings of a committee or task force before they are eligible to vote. Charter members of newly formed committees are exempt from this stipulation to conduct business as necessary.

#### *Exceptions*

- A. Members of the Board are not eligible to vote at the meetings of the Recruiting or Skyway Governance Advisory Committee unless they are a member of said committee.
- B. Members of the Board are not eligible to vote at committee meetings unless they are a member of said committee or attend 2 meetings.

## **ARTICLE 6 Committees**

### **6.1 Appointment**

- A. The Board may appoint or authorize the appointment of ad hoc or standing committees necessary to carry out CRC business subject to public notice. Exceptions to public notice are the following:
  - a. Recruiting
  - b. Finance
- B. A majority of committee members must be present at any committee meeting during which a decision is made to forward a recommendation to the Board.

### **6.2 Duties**

The Board shall specify the powers, duties and responsibilities of each committee.

### **6.3 Governance and Operation**

- A. Only Stakeholders may be committee members.
- B. Committee established rules and regulations must conform to the bylaws.

### **6.4 Recruiting**

The Recruiting Committee is created yearly to establish a slate of candidates reflecting as wide a diversity of stakeholders as possible to stand for election to the Board of Directors at the Annual Meeting.

Composition: The recruiting committee shall consist of at least five (5) stakeholders.

### **6.5 Skyway Committee**

Up to 12 voting members comprise this committee. Members are appointed by the Officers to two (2) year terms.

### **6.6 Restrictions**

Restrictions on political activities and conflicts of interest shall be governed by the following terms and conditions:

#### **6.6.1 Public Officials**

None of the following shall be eligible for election as a member of the Board of the CRC:

- A. Any government employee of a city or county government agency with direction over CRC activities.
- B. Any elected public official of the City of Saint Paul, County of Ramsey or State of Minnesota;
- C. Any person appointed to such an elected public office, or anyone who is a current employee of or aide to such a public official, except persons currently on uncompensated leave of absence or serving in an unpaid volunteer capacity.
- D. Any Board member or employee of the CRC who is a publicly announced candidate for elected public office.

## 6.6.2 Political Activities

- A. The CRC shall not participate in or intervene in any political campaign on behalf of or against any candidate for public office.
- B. Members or their representatives, who have affiliation and / or regular relations with city government that could constitute a conflict of interest, must announce the conflict and recuse themselves from discussions and votes on the matter at hand. Failure to recuse shall constitute a violation of the Code of Ethics

## ARTICLE 7 Elections

The Annual Meeting is when general members elect Board members.

- A. Only general members shall receive ballots.
- B. No campaign literature may be distributed within the polling place during the Annual Meeting.
- C. Forms for declaring candidacy must have the following clearly defined and discrete categories (Resident, Employee, Property Owner, Business Owner).
- D. There is no limit on the number of candidates who may run for office.
- E. To appear on the ballot, an application of candidacy for Board of Director election at Annual Meeting must be submitted no later than twenty-one (21) days prior to the Annual Meeting.
- F. A Member may declare herself or himself a candidate, or be nominated from the floor at the meeting with the following provisos:
  - a. The member declaring or nominated from the floor must be present at the meeting and accept the nomination.
  - b. A current membership roster shall be available at the Annual Meeting premises.
  - c. The Secretary and staff will verify eligibility using the on-site membership roster.
  - d. The candidate's name shall be announced by the Recruiting Committee Chair and spelled out to the assembly for voters to add to the ballot.
  - e. Candidates so added shall be considered nominated.
- G. Voters have the right to submit a ballot containing legible write-in votes.
- H. A member may vote for any number of candidates, up to 9.
  - a. Each member voting at the Annual Meeting must vote in accordance to the procedures indicated on the ballot.
  - b. No ballots shall be discarded fully unless more than 9 votes are cast
    - I. Any ballot with more than 9 votes will be invalid.
    - II. Any ballot with fewer than 9 votes will be valid and votes attributed to the chosen candidates.
- I. The vote tally Committee shall include 5 members – two (2) Board members, one (1) Officer, two (2) general members chosen by lottery from those in attendance who volunteered to serve.

Membership status of volunteers shall be checked for validity immediately before the tally begins by referencing the validated onsite membership roster.

## ARTICLE 8 Financial Management

### 8.1 Fiscal Year

The fiscal year of the CRC shall be a calendar year unless otherwise determined by the Board.

### 8.2 Books and Records

Financial books and records are to be kept electronically and available for audit upon request.



### **8.3 Fiscal Agency**

CapitolRiver Council, a 501(c)(3) non-profit, may act as Fiscal Agent on behalf of the Principal (any organization that receives a pass-through grant and/or donations).

### **ARTICLE 9 Amendments**

These Bylaws may be amended by a majority vote of the Members present at any Annual Meeting, or at any special meeting called for that purpose.

### **ARTICLE 10 Indemnification**

To the fullest extent permitted by Minnesota Statutes, section 300.083, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever brought, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a director or officer of the CRC, or that he/she is or was serving at the specific request of the Board of this CRC as a director, officer, employee or agent of another CRC, partnership, joint venture, trust or other organization, shall be indemnified by this CRC against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another CRC, partnership, joint venture, trust or other organization shall apply only to the extent such person is not indemnified by such other CRC, partnership, joint venture, trust or other organization, unless such person has breached these bylaws. The indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section.

### **ARTICLE 11 Rules and Procedures**

All meetings and business conducted by or for the CRC shall adhere to the code of conduct and the policies and procedures it sets forth.

**Amended at the June 19, 2019 Annual Meeting**

**Amended at an October 26 2017 special meeting according to Article 9.A**

**Amended at the June 27, 2018 Annual Meeting**