

Bylaws of the CapitolRiver Council

ARTICLE 1 CapitolRiver Council (CRC) and Activities

1.1 Area of Service

District 17, Saint Paul Minnesota -- The CRC service area is the region bounded by 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. The City of Saint Paul maintains the official map of all district council boundaries.

1.2 Stakeholders

Stakeholders are residents, business and property owners, students, 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.
- C. All CRC Board members and staff are expected to understand and follow state laws regarding conflicts of interest and other laws regarding nonprofits.

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

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.

3.2 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 the review of Executive Director job performance annually.

3.3 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 23 directors.
- C. The total number of elected directors shall not exceed 16.
- D. The total number of Board appointed seats shall not exceed 7.
 - 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.

3.4 Organizational Focus

- A. The CRC is expected to have Board members who are representative of the organization's stakeholders.
- B. Board members are expected to be committed to the success of the CRC mission, for example, by attending and participating in at least one subcommittee.
- C. Board members are expected to actively develop an understanding of the mission, ongoing activities, finances, business model and changes in the operating environment of the organization.
- D. Board members are expected to value diversity and to understand the importance of broad participation and the importance of inclusion of 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.

3.5 Election

- A. Board of Director members are elected at the CRC Annual Meeting.
- B. Individuals who are elected to the Board shall serve a 2-year term.
- C. Terms end at the conclusion of the Annual Meeting when newly elected Board members are announced.
- D. 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.
- E. Board members elected or appointed after the Annual Meeting to fill a vacancy serve only the remainder of the term.
- F. Elected Board members shall serve no more than 3 consecutive terms, or six (6) consecutive years when combined with time as an appointed board member. Board members fulfilling tenure shall wait one full year before again running for election (or accepting appointment).

3.6 Appointment

- A. The Board may appoint organizational members by a majority vote at any regular Board meeting.
- B. Individuals appointed to the Board shall serve a 1-year term.
- C. Vacancies shall be filled by the organization represented by that seat and ratified by the Board.
- D. Terms end at the conclusion of the Annual Meeting.

- E. 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, the Central Library, and Visit Saint Paul.
- F. No political organizations are allowed to be represented.
- G. Appointed members who have served for 3 consecutive years may seek election or may be re-appointed after a one-year hiatus.

3.7 Compensation

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

3.8 Resignation

- A. Any Board member or employee of the CRC who is a publicly announced candidate for elected public office for the City of Saint Paul, County of Ramsey or State of Minnesota 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.

3.9 Removal

- A. Absence: 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 is automatically removed as a Board member. Board members who are removed for excessive absences may reapply to the Board by submitting a written request to the Officers.
- B. 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 Election of Officers

The Board shall elect new officers each year, at the first or second regular meeting after the Annual Meeting.

4.2 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.

4.3 Size and Composition

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

The Officers shall consist of:

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

- Treasurer
- Past Chair

4.4 Term

Officer positions are held for one year. Officers serve until a new officer is elected, unless the person is no longer a Board member.

4.5 Vacancies

- Office of the Chair: The Vice Chair shall assume the office of Chair if the Chair is unable to serve due to health issues or resignation.
- All Other Offices (with the exception of Past Chair): The Board shall elect a successor. Officers who are elected to fill a vacancy serve the remainder of the term.

4.6 Resignation

- An officer may resign at any time.
- Resignation from the officers shall not constitute resignation as a Board member.

4.7 Functions

4.7.1 Chair

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

4.7.2 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, Chair or Group of officers specify.

4.7.3 Past-Chair

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

4.7.4 Internal Relations Officer

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

4.7.5 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.

4.7.6 Secretary

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

4.7.7 Treasurer

Ensures 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.

Meetings by means of remote communications and/or participation by remote communication: Any CRC meeting may be conducted by one or more means of communication, including in-person, videoconference, telephone, or similar. The same public notification requirements apply to in-person and remote (for example, a videoconference or teleconference) meetings, and must include instructions on how to participate.

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. The Board may adopt procedures for remote voting, including voting for candidates for the Board or voting on motions.

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 fifteen (15) percent of voting members.

5.5 Proxy

- A. No votes-by-proxy shall be granted for the Annual Meeting.
- B. No votes-by-proxy are allowed at Board meetings unless permission is granted by the 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.

- 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.
- D. The Board may develop policies and procedures to take action on time-sensitive matters in between meetings, which may include voting on a motion by remote communication.

5.8 Organizational/ Orientation Meeting

Shall be held annually at the next Board meeting after the Annual Meeting to adopt the regular meeting schedule for the next year, and to elect officers.

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, and
- C. Other circumstances as determined and approved by the 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 be on record to 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.

Exception:

Members of the Board are not eligible to vote at the meetings of the Skyway Governance Advisory Committee unless they are a member of said committee (see Section 6.5).

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
 - c. Fundraising
- 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 is responsible for specifying 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 a standing committee that is responsible for recruiting board members that reflect the diversity of District 17.

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 Board 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 candidate or 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.

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 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 provides the opportunity for general members to elect Board members.

- A. Only general members shall receive ballots. The Board may develop policies and procedures to allow general members to vote electronically / remotely.
- B. No campaign literature may be distributed within the polling place during the Annual Meeting.
- C. Individuals declaring candidacy must declare the category (ies) (Resident, Employee, Property Owner, Business Owner, Student, etc.).
- 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 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 the number of available seats.
 - a. Each member voting at the Annual Meeting must vote in accordance to the procedures indicated on the ballot.
 - b. Ballot eligibility:
 - I. Any ballot with more votes than the number of available seats will be invalid.
 - II. Any ballot with fewer votes than the number of available seats 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 volunteer to serve. Membership status of such 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 (January 1 to December 31).

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, a Board meeting, or at a special meeting called for that purpose.

ARTICLE 10 Insurance

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

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 the June 27, 2018 Annual Meeting

Amended at an October 26 2017 special meeting

Amended at the July 19, 2017 Annual Meeting