

**ByLaws of the
District Councils Collaborative of Saint Paul and Minneapolis**

(Approved by the Governing Council on December 10, 2008;
Revised and Approved on May 12, 2010; Revised and Approved on August 26, 2010)

**ARTICLE I
NAME OF ORGANIZATION**

The name of this organization is the District Councils Collaborative of Saint Paul and Minneapolis. Hereinafter it shall be known as the “DCC”.

**ARTICLE II
PURPOSE**

The purpose of the DCC is to facilitate community involvement on issues that affect multiple neighborhoods and are best addressed through collaboration, by sharing information, conducting research, engaging underserved populations, and coordinating advocacy on common concerns.

**ARTICLE III
LOCATION**

The principal office of the DCC, at which the general business of the organization will be transacted and where the records of the organization will be kept, shall be at such location in the metropolitan area of Minneapolis-Saint Paul, State of Minnesota, as may be fixed from time to time by the Governing Council of the DCC.

**ARTICLE IV
MEMBERSHIP**

Section A. Eligibility: Voting membership shall be open to District Councils in Saint Paul and, in Minneapolis, the officially-designated neighborhood organization for community participation.

Section B. Participation: Any eligible organization may join the DCC as a voting member by ratifying and signing the Memorandum of Understanding (hereinafter “MOU”), and will thereafter exercise all rights and duties of a member organization of the DCC.

Section C. Rights of Members: Each member organization shall appoint one Representative to serve on the Governing Council of the DCC, and such Representative shall serve at the pleasure of the appointing neighborhood

organization. Replacement delegates may be appointed by member organizations by notifying the DCC office at least one week before scheduled meetings. Representatives are responsible for attending meetings regularly and for keeping their organization updated on all DCC actions.

- Section D. Resignations: All member organizations retain the right to withdraw from the DCC at any time, by submitting a written statement of withdrawal.
- Section E. Terminations: Any member organization may be removed from the DCC for cause or otherwise, by the action of a 2/3 majority of the Representatives of all member organizations. A member organization that fails to appoint a Representative to fill a vacancy within three months will be automatically removed from DCC membership, but may be reinstated, upon recommendation of the Executive Committee, when a new Representative is appointed.
- Section F. Amendments of the MOU. The member organizations of the DCC may modify the MOU agreement at any point, with a supermajority of 2/3 of total registered member organizations voting in favor at a properly called meeting as defined in Article V, Sections B and C.

ARTICLE V

MEETINGS OF MEMBER ORGANIZATIONS

- Section A. Place of Meetings. Meetings of the membership shall be held at the principal office of the DCC or at such other suitable place as may be designated by the Governing Council.
- Section B. Annual Meeting. The Governing Council or its Executive Committee shall set the date for the annual meeting and notify member organizations no later than 30 days before the meeting. The member organizations shall transact such business of the DCC as may properly come before them.
- Section C. Special Meetings. The Governing Council or the Executive Committee may convene a special meeting of member organizations as needed, by sending a written notice at least two weeks in advance of the scheduled time of the meeting. The notice of any special meeting shall state the time, place and purpose of such meeting. No business shall be transacted at the special meeting except as stipulated in the notice.
- Section D. Presiding Officer. The Chair of the DCC Governing Council shall be the presiding officer of all meetings of the membership. In the absence of the Chair, this responsibility shall be delegated to the following Officers or other Representatives in this order: first, to the Vice-chair, second to the

Secretary, third to the Treasurer, fourth to another member of the Executive Committee; if none of the above is available, to some other Representative.

Section E. Quorum. The member organizations present at any properly called membership meeting shall constitute a quorum of members for the purpose of any actions to be taken by the DCC, provided that at least a simple majority of registered member organizations are represented.

Section F. Voting. All issues to be voted on at such a meeting shall be decided by a 2/3 majority of member organizations present, with each member organization having one vote.

Section G. Minority Position. If the minority of the member organizations voting on any matter request it, they may enter into the record of the meeting a minority view of the action taken. Such request must be made at the meeting in which the action is taken, and the recording secretary of the meeting shall enter the view as stated into the record of the meeting.

ARTICLE VI **GOVERNING COUNCIL**

Section A. Size and Role of the Governing Council.

1. The Governing Council serves as the Board of Directors of the DCC, and is responsible for overall policy and direction of the DCC, including fiscal oversight, defining governing procedures, and all actions required to fulfill its purpose and achieve its aims.
2. The size of the Governing Council shall equal the total of member organizations, each of which will be represented by one Representative chosen by the member organization.

Section B. Terms, Vacancies and Resignations of Representatives

1. The term of each Representative is determined by the member organization by which he or she is appointed.
2. All vacancies due to any cause whatever shall be filled by the member organization making the original appointment.
3. Any Representative may resign his or her position by submitting a written notice to that effect to the appointing member organization, copied also to the Secretary of the Governing Council.

Section C. Removal of Representatives

1. A Representative may be removed by a 2/3 majority vote of the remaining Representatives, assuming the remaining Representatives constitute a quorum of the Governing Council.

2. After two (2) unexcused absences within a year, a Representative will automatically be removed from the Governing Council, and their member organization will be asked to appoint a new Representative.

Section D. Compensation. Representatives will receive no compensation for their services, and expenses will be reimbursed only if items and costs are submitted and approved by the Governing Council.

Section E. Meetings.

1. Regular Meetings of the Governing Council shall be held at least quarterly, according to a written schedule of the time and place of meetings.
2. The Annual Meeting of the Governing Council shall be convened annually for the purpose of electing Officers and considering any other business that might properly be brought before it. The Governing Council members shall be notified of the time and place of the Annual Meeting at least 30 days before the meeting.
3. Special Meetings of the Council may be called upon request of the Chair or by a notice presented by 1/3 of Representatives, such request or notice being in writing, stating the time and place of the meeting, and sent out at least two weeks in advance of the time of the meeting.
4. All meetings will begin by calling the roll of Representatives, identifying Representatives present and active at this meeting.

Section F. Quorum and Actions

1. A simple majority of the total Representatives will constitute a quorum for all Regular, Annual or Special Meetings of the Governing Council.
2. All actions taken by the Governing Council at a Regular, Annual or Special Meeting of the Governing Council shall require a 2/3 majority of the Representatives present unless otherwise specified in these by-laws.
3. If the minority of the Representatives voting on any issue request it, they may enter into the record of the meeting a minority view of the action taken. Such request must be made at the meeting in which the action is taken, and the Secretary of the Council shall enter the view as stated into the record of the meeting.
4. Any meeting of the Governing Council may be conducted solely by one or more means of remote communication through which all of the Representatives may participate in the meeting, if the same notice is given of the meeting as required by these bylaws, and if the number of Representatives participating in the meeting is sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence at the meeting.

Section G. Proxies. No voting by proxy shall be permitted in Governing Council meetings.

ARTICLE VII
OFFICERS

Section A. Designation. The Officers of the Governing Council shall be a Chair, a Vice-Chair, a Secretary and a Treasurer.

Section B. Election and Terms of Officers. The Officers shall be members of the Governing Council and shall be elected by a 2/3 majority vote of the Governing Council at its Annual Meeting. The term for Officers is from the date of election to the next Annual Meeting. If an office becomes vacant during this period, the Chair shall select a replacement to complete the term. The Governing Council shall also have the authority to appoint temporary or acting Officers during any temporary absence or disability of the regular Officers. Representatives elected to offices will be limited to 3 consecutive terms in any one office, not counting partial terms to fill vacancies.

Section C. Removal. Any Officer may be removed from office with or without cause by a 2/3 vote of the Governing Council members. The matter of removal may be acted upon at any Governing Council meeting, provided that notice of intention to consider said removal has been given to each Representative and to the Officer affected at least thirty (30) days previously.

Section D. Chair. The Chair shall be the principal officer of the DCC. The Chair shall see that the resolutions and directives of the Governing Council are carried out, and shall discharge all duties of the Chair, as prescribed by the Governing Council.

The Chair shall convene and preside at meetings of the Governing Council, the Executive Committee and the Membership, except when this responsibility is expressly delegated to other Representatives in this order: first, to the Vice-Chair, second to the Secretary, third to the Treasurer, fourth to another member of the Executive Committee; if none of the above is available, to some other Representative.

The Chair, or another Officer appointed by the Chair, is responsible for overseeing the day-to-day work of the staff and/or contracted services and representing the will of the Council in providing direction to the same.

The Chair may execute for the DCC all contracts, deeds, conveyances, mortgages, bonds and other instruments in writing that may be required or authorized by the Governing Council.

The Chair shall appoint members to committees, and is a voting ex-officio member of all committees except the Nominating Committee.

Section E. Vice-Chair. The Vice-chair shall act in the absence or disability of the Chair, to convene and preside at meetings and to perform such duties as may be delegated to him or her by the Chair.

Section F. Secretary. The Secretary shall keep records of Governing Council actions, and assume responsibility for the accuracy and preservation of official minutes of meetings, and for the maintenance of corporate records of the DCC. The Secretary is also responsible for providing notices of Governing Council meetings and other notices required by law or by these by-laws, and for official communications of the Governing Council to its member organizations or external audiences.

Section G. Treasurer. The Treasurer shall be responsible for preparation of the proposed annual budget, and shall keep accurate records of all financial transactions of the DCC. The Treasurer shall present monthly and quarterly reports to the Governing Council, as well as an annual financial report for review and adoption at the end of the fiscal year.

Section H. Additional Powers of Officers. Any Officer of the DCC, in addition to the powers conferred on him or her by these by-laws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Governing Council.

ARTICLE VIII **COMMITTEES**

Section A Executive Committee

1. The Governing Council shall have one standing committee, the Executive Committee, which shall be composed of the elected Officers, the immediate past Chair of the Governing Council, and two additional committee chairs to be appointed by the DCC Chair. If the past Chair cannot or wishes not to serve, an election will be held to fill the position as an at-large position.
2. The term of membership on the Executive Committee will be from one Annual Meeting until the next, with no limit on the number of terms served.
3. All Executive Committee members must be Governing Council Representatives.
4. The Governing Council may, at any time, by a 2/3rd vote of all registered member organizations, change the number of members of the Executive Committee, change any Executive Committee member, or change the powers and functions of the Executive Committee.
5. The Executive Committee is responsible for planning agendas of meetings of the Council and providing for orientation of new Representatives, and has all the powers and authority of the Council in the intervals between meetings of the Council, with all actions taken on

behalf of the Council subject to the direction and control of the Council (but not requiring ratification of each action taken).

6. The Executive Committee may vote electronically on issues requiring timely action if it is not possible to convene a meeting.
7. Additional committees may be established as needed by the Chair or by a motion passed by a majority vote of the Council.

Section B. Powers. During the intervals between meetings of the Governing Council, and subject to any resolution of the Governing Council, the Executive Committee shall have and may exercise all the authority of the Governing Council in the management of the DCC. Actions of the Executive Committee shall require an affirmative vote by a majority of the committee members. The Executive Committee shall make a full report of all actions at the next meeting of the Governing Council, but ratification of actions taken is not required. The Executive Committee may vote electronically on issues requiring timely action if it is not possible to convene a meeting.

The Executive Committee is responsible for planning agendas of meetings of the Governing Council, providing for orientation of new Representatives, providing oversight of staff, and working to implement DCC resolutions and strategies.

Section C. Meetings. Meetings of the Executive Committee may be held as needed, at such time and place as may be determined by a majority of the committee or by the Chair. Notice of meetings shall be given to the committee members at least five (5) days in advance of the meeting unless all members agree to shorter notification. A majority of the Executive Committee membership shall constitute a quorum for the transaction of business. Actions taken by the majority of members present at a meeting at which a quorum exists shall be official actions of the Executive Committee.

Section D. Other Committees. Additional committees may be established as needed, by the Chair or by a motion passed by the Governing Council. Committee membership shall be open to both Governing Council members and community members, unless otherwise specified by the Governing Council. Authority for committees to take action on behalf of the DCC may be granted at the discretion of the Governing Council.

ARTICLE IX

FISCAL MANAGEMENT

Section A. Fiscal Year. The fiscal year of the DCC shall begin on the first day of January in each year.

Section B. Books and Accounts. Books and accounts of the DCC shall be kept under the direction of the Treasurer of the DCC.

Section C. Execution of DCC Documents. The Governing Council may authorize any Officer or Officer's agent or agents to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the DCC. Such authority may be general or confined to specific instances. These authorizations are in addition to those authorized by these by-laws.

Section D. Checks, Drafts and Other Payments. All checks, drafts and other orders for payment of funds will be signed by such Officers or other members of the Governing Council as designated by the Governing Council in its approved Financial Policies and Procedures.

ARTICLE X **CONFLICT OF INTEREST, DISCLOSURES AND RESTRICTIONS**

The interests of the Governing Council must be the first priority in any decisions and actions. No person serving on the Governing Council may use their position to, directly or indirectly, obtain for themselves or any member of their household, family members or business, a material, financial benefit or gain greater than another person in the community. Any likelihood for a person to benefit in this manner constitutes a conflict of interest.

The purpose of this conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a DCC Officer or Representative or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 1. Definitions. An interested person, for purposes of this conflict of interest policy is any DCC Officer, Representative, or member of a committee with powers delegated by the Governing Council, who has a financial interest, directly or indirectly, through business, investment or family, as defined below:

- a. An ownership or investment interest in any entity with which the DCC has a transaction or arrangement,
- b. A compensation arrangement with the DCC or with any entity or individual with which the DCC has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with any entity or individual with which the DCC is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

The fact that one of the interests described above has occurred does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances that a conflict exists precludes action by the Governing Council. As provided in Article X, Section 2, subsection b, the Governing Council shall determine whether a conflict exists.

Section 2. Contracts or Transactions. The Governing Council shall not enter into any contract or transaction with a) one or more of its Representatives, b) a director of a related organization, or c) an organization in, or of which a DCC Representative is a director, officer or legal representative, or in some other way has a material financial interest, unless:

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, each person serving on the Governing Council or on a DCC committee must fully disclose, either in an open meeting or in a letter to the presiding officer before a vote is taken, that a conflict exists or is likely to exist.
- b. Determining Whether a Conflict of Interest Exists. After providing the above disclosure of financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Governing Council or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Governing Council or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.
 - 1) If a conflict of interest is determined to exist, the person may make a presentation to the Governing Council or committee, but must leave the meeting and shall not be allowed to participate in the discussion or vote on the transaction or arrangement involving the possible conflict of interest.
 - 2) If a more advantageous transaction or arrangement is not reasonably possible without producing a conflict of interest, the Governing Council or committee shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the best interest of the DCC, for its own benefit, and whether it is fair and reasonable. Based on the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d. Violations of the Conflict of Interest Policy.
 - 3) If the Governing Council or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for

such belief and afford the member an opportunity to explain the alleged failure to disclose.

- 4) If, after hearing the member's response and after making further investigation as warranted by the circumstance, the Governing Council or committee determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

The person whose case is being considered may be present for discussion to answer questions, but may not advocate for the action to be taken, cannot be included to establish a quorum for the meeting, and must leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 3. Compensation. This subsection shall govern when compensation from the DCC is being determined.

- a. A Governing Council Representative who receives compensation, either directly or indirectly, from the DCC for services is precluded from voting on matters pertaining to that person's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the DCC for services is precluded from voting on matters pertaining to his/her compensation.
- c. No voting member of the Governing Council or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the DCC, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 4. Prohibition and Requirements Due to Other Conflicts of Interest.

- a. Paid Employees, Agents or Independent Contractors. Any person who is a paid DCC employee, paid agent, or independent contractor has a conflict of interest and shall not serve on the Governing Council during their course of employment or contract.
- b. Board Member, Elected Governmental Office. Any person elected to a government office shall resign from the Governing Council at the date the election is certified.

ARTICLE XI
INDEMNITY

The DCC shall indemnify and hold harmless any Officer, Representative or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as an Officer, Representative or employee, except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. The DCC shall have the power to purchase or procure insurance for such purposes.

ARTICLE XII
EXAMINATION OF RECORDS

Every member of the DCC Governing Council shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of the DCC, and to make extracts or copies therefrom.

ARTICLE XIII
STAFF

Section A. Designation. In order to fulfill the mission and achieve the aims of the DCC, the DCC shall employ an Executive Director and additional staff and consultants as required. The Governing Council is responsible for hiring staff, but may, by majority vote, delegate to the Executive Committee the task of recruiting and interviewing applicants, and bringing recommendations to the Governing Council for approval.

Section B. Duties of the Executive Director. The Executive Director shall be responsible for carrying out the work of the DCC as determined by the Governing Council, providing professional advice and assistance to the Governing Council, administering the work delegated to the staff, and overseeing the work of additional staff, consultants and interns. The Governing Council, Executive Committee or Chair of the DCC may also assign to the Executive Director other powers and duties to perform as needed to fulfill the goals of the DCC.

Section C. Staff Oversight. The Executive Director reports to the Executive Committee, which is responsible for monitoring progress toward achieving DCC goals and objectives, as established by the Governing Council. The Chair, or another Officer appointed by the Chair, assumes responsibility for supervising the day-to-day work of the Executive Director. Additional guidance is provided by an annual Staff Performance Review conducted by the Executive Committee.

Section D. Checks, Drafts, Petty Cash Fund. The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment

of funds for the DCC. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Governing Council.

ARTICLE XIV
RATIFICATION AND AMENDMENT OF BYLAWS

Section A. Ratification of By-laws. These By-laws must be approved by a 2/3 majority of the Governing Council.

Section B. Amendments. The By-laws may be amended by a 2/3 majority of the Governing Council, provided the proposed amendment is sent out in writing to all Representatives at least two weeks prior to the meeting at which it will be decided.