

**BY-LAWS OF THE
NORTH SUBURBAN COMMUNICATIONS COMMISSION**

**ARTICLE I.
MEMBERSHIP**

Section 1. The Members of this Commission are the municipalities listed below:

Arden Hills
Falcon Heights
Lauderdale
Little Canada
Mounds View
New Brighton
North Oaks
Roseville
St. Anthony

Section 2. Additional Members of the Commission may be added pursuant to the terms of a “JOINT AND COOPERATIVE AGREEMENT FOR THE ADMINISTRATION OF A CABLE COMMUNICATIONS FRANCHISE.”

**ARTICLE II.
DEFINITIONS**

Section 1. For the purposes of these By-Laws, the terms defined in this Article have the meanings given them.

Section 2. “Agreement” means the Joint and Cooperative Agreement for the Administration of a Cable Communications Franchise.

Section 3. “Commission” means the Board of Directors of the North Suburban Communications Commission.

Section 4. “Member” means a municipality which is a Member of the Commission in accordance with the terms of the Agreement.

Section 5. “Council” means the governing body of a Member.

Section 6. All definitions included in Article IV of the Agreement are incorporated herein.

ARTICLE III.
THE COMMISSION

Section 1. As provided in the Agreement, a Director and, at the discretion of the Member, an Alternate Director, shall be appointed by the Council of each Member to serve until their successors are appointed.

Section 2. Directors and Alternate Directors shall serve without compensation from the Commission, but this shall not prevent a Member from providing compensation to its Director or alternate for serving on the Commission if such compensation is authorized by the Member and by law.

Section 3. A vacancy on the Commission shall be filled by the Council whose position on the Commission is vacant, as provided in the Agreement.

Section 4. A Director shall not be eligible to vote on behalf of the Director’s municipality during the time that said Member is in default on any contribution to the Commission payable under the provisions of these By-Laws and the Agreement. During the existence of any such default, the vote or votes of such Member shall not be counted as eligible votes for the purposes of these By-Laws or the Agreement.

Section 5. An Alternate Director from a Member may serve in lieu of a Director representing such Member, at any meeting of the Commission, if such Director is not present at such meeting. If a Director is also an officer of the Commission, however, the alternate to such Director shall not be entitled to serve as such officer in the absence of the officer.

ARTICLE IV.
POWERS AND DUTIES OF THE COMMISSION

Section 1. The powers and duties of the Commission are those set forth in Article VIII of the Agreement.

ARTICLE V.
FINANCIAL MATTERS

Section 1. Commission funds may be expended in accordance with the procedures established by law for the expending of funds by Minnesota Statutory Cities. Orders, checks, drafts and other legal instruments shall be signed by any two officers. Contracts shall be let and purchases made in accordance with the procedures established by law for Minnesota Statutory Cities.

Section 2. Directors and Alternate Directors shall be permitted to inspect the financial records of the Commission at all reasonable times.

Section 3. The fiscal year of the Commission shall be the calendar year.

Section 4. A depository for Commission funds shall be designated by the Commission.

Section 5. At the end of each calendar year the Secretary/Treasurer shall cause to be made an annual financial audit and report and submit the same in writing to the Commission.

Section 6. Any Member may inspect and copy the Commission books and records at any and all reasonable times. All books and records shall be kept in accordance with normal and accepted accounting procedures and principles used by Minnesota Statutory Cities.

ARTICLE VI.
OFFICERS

Section 1. The officers and their duties shall be those set forth in Article IX of the Agreement.

ARTICLE VII.
EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the three (3) officers of the Commission.

Section 2. Two (2) Members of the Executive Committee shall constitute a quorum.

Section 3. Each Member of the Executive Committee shall have one (1) vote at any meeting of the Executive Committee. Executive Committee action shall require the affirmative vote of a majority of its Members present.

Section 4. The Executive Committee shall meet at the call of the Chair or any two (2) Members of the Executive Committee. Notice of an Executive Committee meeting shall be given in

accordance with applicable law.

Section 5. The Executive Committee may act in the interval between meetings of the Commission and shall act only on such administrative matters as specifically authorized by the Commission. The Executive Committee shall not expend Commission funds, enter into contracts, or otherwise bind the Commission except upon express authorization from the Commission.

Section 6. Copies of all minutes of the Executive Committee shall be sent to all Directors.

ARTICLE VIII. MEETINGS

Section 1. Regular meetings of the Commission shall be held a minimum of six times per year, unless canceled by the Chair or by vote of the Commission, on the first Thursday of the month at 7:00 p.m. at a location designated by the Commission. No more than two (2) consecutive regular Commission meetings may be canceled. The Commission shall adopt a schedule of regular meetings prior to the beginning of the calendar year. Regular meetings shall adjourn by 10:00 p.m. unless extended for a specific period of time by a vote of all Directors present at 10:00 p.m.

Section 2. Special meetings of the Commission may be called by the Chair or any three (3) Directors. The purpose of any special meeting shall be stated in the notice of the meeting, and business transacted at any special meeting shall be confined to the purposes stated in such notice.

Section 3. Written notice of regular meetings shall be mailed to all Directors at least five (5) days prior to each meeting and written notice of special meetings shall be mailed to all Directors at least three (3) days prior to each such meeting.

Section 4. Notices of all meetings shall specify the time and place of such meetings and shall include the agenda of said meeting. The time and place of all meetings called by the Executive Committee shall be determined by the Chair. The time and place of special meetings called by others shall be determined by the persons calling the meetings. Any item requiring action of the Commission shall not be acted upon by the Commission unless said item is supported by documentation which shall be delivered to all Directors at least 48 hours prior to the Call to Order of the meeting, unless waived by a unanimous vote of all Directors in attendance at said meeting.

Section 5. Copies of the minutes of any meeting of the Commission shall be distributed

to each Director.

Section 6. Unless otherwise specified in the Agreement or in these By-Laws, all meetings of the Commission and all meetings of the Executive Committee and other committees of the Commission shall be conducted in accordance with Rosenberg's Rules of Order and in accordance with the Minnesota Open Meeting Law, as applicable.

Section 9. The Commission may adopt other rules to govern the conduct of its meetings, including such matters as rules for participation by the public.

ARTICLE IX. **COMMITTEES**

Section 1. The Commission may appoint such committees as it shall from time to time deem necessary.

Section 2. The Commission may appoint a City Manager and Administrator Committee.

A. The Manager/Administrator Committee will consist of the Manager or Administrator of each of the member cities. The Manager or Administrator may designate a member of his/her management staff to serve on the Committee.

B. The Manager/Administrator Committee will serve as a standing committee and will be responsible for advising the Commission consistent with the direction and policies established by the Commission.

Some of the primary responsibilities include:

(i.) Review and advise the Commission on proposed formal actions related to the administration and oversight of the Member Cities' franchise agreements;

(ii.) Periodically monitor and review finance reports and make recommendations to the Commission on annual budgets for the Commission; and

(iii.) Advise the Commission in regulatory matters, including transfers of ownership, franchise renewal and new franchises.

C. The Manager/Administrator Committee shall meet a minimum of four times per year. Special meetings may be called by any four members of the Committee, or by the Commission. Special meetings should have a least 24 hours notice to all members of the Committee.

D. The Commission shall appoint a Director to serve as the liaison from the Commission to the Committee and who shall attend Committee meetings as the Commission's representative.

Section 3. Any committees appointed by the Commission shall elect a chair, who shall preside at the meetings, and a vice-chair, who shall preside at the meetings in the absence of the chair. The chair and vice-chair shall serve for one one-year term and may be re-elected for one one-year term. Vacancies shall be filled by the committee for the unexpired portion of the term.

Section 4. The Executive Director of the Commission or his/her designee shall serve as the staff to committees appointed by the Commission.

ARTICLE X.
AMENDMENT TO BY-LAWS

Section 1. These By-Laws may be amended at any regular or special meeting of the Commission provided that a five (5) day prior notice of the proposed amendment has been furnished to all Directors. An amendment may be proposed in writing filed with the Chair by any Member, a Director, by the Executive Committee or by the Commission on its own motion.

Section 2. A two-thirds (2/3) vote of the authorized votes cast on the issue and the affirmative vote of five (5) Directors shall be necessary to adopt any proposed amendment to these By-Laws.

Section 3. In any instance where these By-Laws are in conflict with the Joint and Cooperative Agreement for the Administration of a Communications System, such Agreement shall control.

Section 4. These By-Laws are effective upon their adoption by the Commission.

Dated: February 5, 2015

Signed:

Chair

Officer