



**ROCHESTER-OLMSTED COUNCIL OF  
GOVERNMENTS (ROCOCG)**

**BYLAWS**

**ADOPTED: October 27, 2021**

**AMENDED: March 27, 2024**

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# **ROCHESTER-OLMSTED COUNCIL OF GOVERNMENTS BYLAWS**

**(As Amended December 1, 1981)**

**(As Amended January 26, 2006)**

**(As Amended October 27, 2021)**

**(As Amended March 27, 2024)**

## **ARTICLE I – Meetings**

### **1. Definitions:**

a) MEMBERS – for purposes of these Bylaws, are defined as the governmental unit or jurisdiction that comprise the Rochester-Olmsted Council of Governments (ROCOG) and include the following: City of Rochester; Olmsted County; the smaller cities of Bryon, Chatfield, Dover, Eyota, Oronoco, Pine Island and Stewartville; the 18 Townships (represented by the Olmsted County Township Officers Association) within Olmsted County, and School District #535.

b) REPRESENTATIVES – are defined as the designated appointees who serve on ROCOG by the individual governmental unit members. There are also two community representatives who reside within Olmsted County and represent the residents at large.

2. Regular meetings of the ROCOG shall be held on the fourth Wednesday of the month at 12:00 noon, or as required for the conduct of official business, but no less than four (4) times per year. A change to the regular meeting day and time shall be placed on the ROCOG agenda as an action item and shall require the affirmative vote of a majority of the representatives.

3. Special meetings of the ROCOG may be called at the discretion of the Chair and shall be called by the Chair upon petition of four (4) representatives acting jointly, or any member of the Executive Committee. All representatives or their unit of government shall be notified.

4. A meeting notice setting out the time, place, and purpose of the meeting together with an agenda describing each matter to be considered by the ROCOG shall be

distributed to each representative at least five (5) days prior to any regular or special meeting of the Council. This provision may be waived for special meetings upon a majority vote by the Council.

5. A majority of the representatives of the ROCOG shall constitute a quorum for conducting Council business, generally understood to be nine (9) representatives based on the current total number of voting representatives. When a quorum is present at any meeting a simple majority of the representatives making up that quorum shall be sufficient to decide any question put to a vote. Ex-officio representatives shall not be considered for purposes of determining a quorum.
6. If a quorum is not present at a called meeting, the representatives at the meeting shall have the power to adjourn the meeting to another time and/or place.

## **ARTICLE II – Representatives**

1. The ROCOG Board shall be composed of 16 voting members, including four (4) Rochester City Council Members; one (1) City of Rochester Mayor; three (3) Olmsted County Board of Commissioners; three (3) Small City representatives; two (2) Township representatives; one (1) Rochester School District representative; and two (2) Community representatives.

<b>ROCOG Board Composition</b>	
<b>Governmental Units</b>	<b>Number of Representatives</b>
Rochester City Council Member Representatives	4
Mayor of the City of Rochester	1
Olmsted County Board of Commissioner Representatives	3
Small City Representatives	3
Township Representatives	2
Rochester Public School Representative	1
Community Representatives	2
Total	16

2. Each representative appointed to the ROCOG by participating units of government (as specified in Section II of the Rochester-Olmsted Council of Governments

Agreement) shall have one vote and said representative must be in attendance at the meeting in order to cast that vote. The use of substitutes or alternates to attend in the event of a representative's absence shall not be allowed.

3. Two (2) or more unexcused absences by a representative during a period of twelve consecutive months shall authorize the ROCOG to request a replacement for that representative by the unit of government appointing said representative. An unexcused absence occurs when a representative either does not respond to quorum calls by staff prior to the meeting or responds and then does not attend without contacting staff to provide a reason for non-attendance.
4. The terms of representatives appointed by the unit of government shall be determined by the appointing body. Where representatives represent more than one unit of government, the units of government so represented shall determine among themselves the method of appointment, the length of term, and any limits on consecutive terms.
5. Any reimbursement of expenses incurred by representatives representing members of ROCOG shall be the responsibility of those members.
6. Two community representatives shall be appointed by the ROCOG and shall have a vote in the conduct of Council business. Community representatives shall serve a term of three years, with no more than two consecutive terms. The terms of community representatives shall be staggered. The period of time filled by community representatives filling the remainder of an unexpired term shall not be counted as a term for purposes of limits on consecutive terms. Reimbursement of expenses for community representatives is limited to out-of-county travel, registration, and similar expenses approved as part of the Transportation Planning Work Program and included in the Olmsted County Planning Department budget.

### **ARTICLE III – Officers**

1. The ROCOG shall annually elect a Chair and a Vice-Chair by a majority vote of the representatives. Officers shall be elected for a period of one year, or until

successors are elected and qualified in their place. The Vice-Chair shall succeed to the office of Chair at the end of the term as Vice-Chair. The Chair and Vice-Chair shall be rotated amongst the jurisdictional types in order to balance the leadership roles.

2. Election of officers shall take place at the meeting of the ROCOG closest to January.
3. The presiding officers at the meeting of the ROCOG shall be the Chair, or in his/her absence of the Chair, the Vice-Chair, or in the absence of the officers, the representatives shall select one of the representatives present to serve as acting Chair.
4. In the case of the absence or disability of the Chair, the Vice-Chair shall perform the duties and exercise the powers of the Chair.
5. The ROCOG may establish such sub-committees as are determined to be necessary for the proper conduct of the Council's affairs. The members of such committees shall be appointed by the Chair and approved by the Council. Such committees shall organize themselves and make such recommendations as they see fit subject to the requirements and procedures established by the Council.

#### **ARTICLE IV – Executive Committee**

1. The ROCOG shall establish an Executive Committee consisting of the Chair, Vice-Chair and immediate past-Chair who shall serve for a period of one year, or until their successors are elected and qualified in their place. If the immediate past-Chair is no longer serving as a representative on ROCOG, the Chair shall select a third member from the representatives for the Executive Committee, who shall be approved by a majority vote of the remaining representatives.
2. The Executive Committee shall be charged with review and approval of minor Transportation Improvement Program (TIP) amendments, referred to as "administrative modifications" by the Minnesota Department of Transportation (MnDOT). The Executive Committee shall utilize the same performance criteria as MnDOT, referred to as "Procedures for Amendments and Administrative Modifications to the Minnesota State Transportation Improvement Program (STIP)"

effective November 2020, as revised and updated from time to time by MnDOT.

The Executive Committee shall also have the ability to call special meetings of the ROCOG Policy Board.

3. The ROCOG Executive Director, or designee, shall have the ability to distribute an agenda describing the proposed minor TIP amendment(s) to the members of the Executive Committee and schedule a meeting to seek action on the proposed minor TIP amendments. The intent of this practice is to expedite the review and approval process of minor TIP amendments for MnDOT and the respective transportation agencies. Meetings of the Executive Committee shall be properly noticed and open to the public consistent with the requirements of the Minnesota Open Meetings Law. A quorum for purposes of Executive Committee meetings shall consist of 2 of the 3 representatives comprising the Committee. A digital recording of the meeting shall be created for the purpose of drafting a meeting summary.
4. A report of these approved minor TIP amendments shall be prepared by the ROCOG Executive Director, or his/her designee, and shall then be included under the "Other Business" section of the meeting agenda in the packet of ROCOG's next regular meeting.

#### **ARTICLE V – TRANSPORTATION TECHNICAL ADVISORY COMMITTEE**

1. The ROCOG shall establish a Transportation Technical Advisory Committee, hereinafter referred to as "TTAC".
2. The purposes of the TTAC are:
  - a) Provide technical assistance and advice to ROCOG and other agencies on transportation-related programs, studies, and issues.
  - b) Provide close interagency coordination of transportation decisions of regional significance.
  - c) Provide a forum for discussion of planning area transportation issues by professional staff of planning, engineering, transit, and other implementing agencies.

3. The TTAC shall be composed of four (4) staff members of ROCOG support staff from the Olmsted County Planning Department; two (2) staff members from the MnDOT Central Office; two (2) staff members from the MnDOT District 6 Office; one (1) staff member from the FHWA – Minnesota Office; one (1) staff member from Rochester Public Transit; two (2) staff members from the Rochester Public Works Department; two (2) staff members from the Olmsted County Public Works Department; one (1) staff member representing the Township Road Authorities; one (1) staff member representing the Small Cities Road Authorities; one (1) staff member from the Rochester Community Development Department; and one (1) staff representing the Prairie Island Indian Community. The Prairie Island Indian Community will be offered a seat on the ROCOG Policy Board once the land owned by the Community in the County has been formally placed into trust by Congress. The following table provides a graphic illustration of this committee structure.

<b>ROCOG Transportation Technical Advisory Committee (TTAC) Composition</b>	
<b>Governmental Units</b>	<b>Number of Staff Members</b>
ROCOG (Olmsted County Planning Dept.)	4
MnDOT Central Office	2
MnDOT District 6	2
FHWA – Minnesota Office	1
Rochester Public Transit	1
Rochester Public Works Dept.	2
Olmsted County Public Works Dept.	2
Township Road Authorities	1
Small Cities Road Authorities	2
Rochester Community Development Dept.	1
Prairie Island Indian Community	1
Total	19

4. The TTAC shall meet as needed at the call of the Executive Director or his/her designee. A quorum for purposes of TTAC meetings shall consist of a simple majority of all the members of TTAC. The meeting shall take place either in person at Building 2122 on the Olmsted County Campus Complex, via electronic means



(Microsoft Teams) or some combination of the two, to ensure maximum attendance and participation of TTAC members.

5. The function of the TTAC is advisory in nature and makes no final decisions.
6. A summary of the TTAC meeting shall be prepared by ROCOG support staff to memorialize the discussions of the TTAC for future reference.

#### **ARTICLE VI – AD HOC COMMITTEES**

1. The ROCOG shall have the ability to establish ad hoc committees from time to time as the need arises, and they shall be dissolved when their purpose has been accomplished.
2. These committees shall be chaired by the ROCOG Chair or Vice-Chair, and be composed of three (3) to seven (7) representatives. Staff support will be provided by designated Olmsted County Planning Department staff members.
3. The function of Ad Hoc Committees is intended to be advisory in nature and as such, shall make no final decisions and they shall meet in accordance with the requirements of the Minnesota Open Meetings Law.
4. Meeting summaries shall be prepared and provided to the Committee members and to ROCOG. A report with the Committee's findings and/or recommendations shall also be provided to ROCOG.

#### **ARTICLE VII – Administration**

1. The Olmsted County Planning Director, or their designee, shall serve as the Executive Director of ROCOG, serving as its Secretary for the purpose of preparing and executing meeting minutes. Staff assistance shall be provided by the Olmsted County Planning Department.
2. The Executive Director shall be responsible for providing:
  - a) Advice and assistance to the Council, its members and each of its Committees;
  - b) Supervision of Council staff;
  - c) Coordination of the work of contracted agencies and consultants;
  - d) Preparation of a work program consistent with the requirements of granting

- agencies;
- e) Receipt and disbursement of funds of the Council and maintenance of accounts of such receipts and disbursements;
  - f) Arranging for audits as may be required by granting agencies, oversight requirements, or ROCOG;
  - g) and such other duties as the Council may prescribe.
3. The Council may retain such employees and agents as it deems necessary to carry out its responsibilities.
  4. The Council may apply for and accept contributions, grants, gifts, services, and any other assistance from any public or private source it deems necessary to carry responsibilities.
  5. The Council may enter into contracts and sub-contracts with any person, firm or corporation and with the federal, state, or local government or any agency or political subdivision thereof, including but not limited to agreements for the joint and cooperative exercise of powers of the authority with any such subdivision or agency in the manner provided in Minnesota Statutes, Section 471.59.
  6. The Council shall have the authority to investigate, consider, take action on, make findings or make recommendations about any matter which shall be considered by said Council to be of mutual concern within its jurisdictions.

#### **ARTICLE VIII – Amendments**

1. These Bylaws may be altered, amended, or added to at any regular Council meeting provided:
  - a) That proper notice of the meeting has been given as required in Article 1, Section 3;
  - b) That the meeting notice includes a full statement of the proposed amendment or amendments; and
  - c) That the enactment of the amendment shall require a two-thirds ( $\frac{2}{3}$ ) vote of those present.

Passed and adopted this 27<sup>th</sup> day of March 2024.

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Al Roder, Chair

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Allison Sosa, Executive Director