

FIELD-REGINA-NORTHROP NEIGHBORHOOD GROUP

AMENDED AND RESTATED BYLAWS

ARTICLE 1

Organization

1.1. **Name.** The name of this organization shall be the Field-Regina-Northrop Neighborhood Group (the “**Group**”).

1.2. **Area of Concern.** The Group’s primary area of concern is the neighborhood in Minneapolis, Minnesota bounded by East 42nd Street on the north, Interstate 35W on the west, East Minnehaha Parkway on the south, and Cedar Avenue on the east (the “**Neighborhood**”).

1.3. **Purpose.** The purposes of the Group are to engage in charitable or educational projects, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, that improve and enhance the community life and social welfare in the Neighborhood. Further, the Group shall:

(a) seek the improvement of residential housing, educational facilities and interracial relations in the Neighborhood;

(b) promote economic development within and appropriate to the Neighborhood;

(c) function as a non-partisan, non-sectarian community action group, keeping Neighborhood residents informed of civic, commercial, political and governmental activities and proposals affecting the Neighborhood; and

(d) coordinate, facilitate, develop and publicize programs and endeavors within the Neighborhood that promote the purposes of the Group.

1.4. **Status as Neighborhood Organization.** The Group is a nonprofit corporation governed by Minnesota Statutes Chapter 317A, as it may be amended from time to time, and is a neighborhood organization for purposes of Minnesota Statutes Section 317A.435, Section 317A.439, subdivision 6, and Section 317A.441(b) and (d).

ARTICLE 2

Members

2.1. **Membership.** Members with voting rights are (1) individuals of voting age whose primary residence is within the Neighborhood and who, at a meeting of the Group, can produce upon request a Minnesota driver’s license, Minnesota identification card, or some form of residency verification that indicates the individual resides within the Neighborhood; or (2) any

one representative of a property or business owned or operated within the Neighborhood and who, at a meeting of the Group, can produce upon request proof of representation of such a business or property (the “**Members**”). An individual who meets either of these membership criteria but lacks the required documentation may vote at a meeting of the Group if a Member who has the required documentation vouches for the individual.

2.2. **Termination of Membership.** Membership in the Group may be terminated under procedures established by the Board of Directors as permitted under Minnesota Statutes Section 317A.411.

ARTICLE 3

Meetings of the Members

3.1. **Annual Meetings.** There shall be at least one annual meeting of the Members during each calendar year at a time and place in the Neighborhood as set by the Board of Directors. At such time, reports of the activities of the Group shall be presented by the officers of the Group to the Members, Directors and alternates elected, Bylaw amendments requiring Member approval voted on, if any, and other business transacted. All meetings will be open to the public. Minutes of all meetings will be kept and be available upon request.

3.2. **Special Meetings.** Special meetings of the Members may be called by the President or by twenty-five percent (25%) of the Directors, or by any thirty (30) Members by written demand describing the purpose for the meeting and delivered to the President. The purpose of special meetings shall be to discuss issues relating to the common good or general welfare of the neighborhood for which neighborhood opinion or consensus must be sought in a timely way. Within 30 days after receipt of a demand for a special meeting of the Members, the Board of Directors shall cause a special meeting to be called to be held no later than 90 days after receipt of the demand. The Secretary shall cause notice to be given as provided under Section 3.3, and such notice shall state the purposes of the meeting. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

3.3. **Notice.** At least 10 but not more than 30 days before a meeting of the Members is to be held, notice of the meeting shall be given in a manner designed to notify all Members of the meeting, to the extent practical as determined by the Board of Directors. Notice of the annual meeting shall include notice that the election of Directors shall occur at the annual meeting.

3.4. **Voting.** Passage of a motion or resolution shall require the vote of a majority of the Members present and eligible to vote at the meeting. No Member may vote by proxy or cumulatively. The Board of Directors, or a committee thereof, shall determine a fair, accurate, and efficient way of tallying votes taken at meetings of the Members.

3.5. **Quorum.** A quorum for the transaction of business shall consist of 20 Members present, provided that if a quorum has been reached and Members have subsequently withdrawn from such meeting so that less than a quorum remains, the Members may continue to transact business and take action at the meeting.

ARTICLE 4

Board of Directors

- 4.1. **Eligibility.** A Director must be a Member of the Group.
- 4.2. **Number.** The Board of Directors shall be composed of no fewer than 10 and no more than 17 Directors, as determined from time to time by the Board of Directors. No decrease in the number of Directors pursuant to this section shall effect the removal of any Director then in office.
- 4.3. **Composition.** The Board of Directors shall consist of: the officers of the Board as defined in Article 6, Section 1; the neighborhood representatives as defined in Article 7, Section 1; and the committee chairs as defined in Article 8, Section 3.
- 4.4. **Election.** Directors shall be elected at the annual meeting in accordance with the procedures established in Articles 6, 7, and 8.
- 4.5. **Vacancies.** Vacancies occurring on the Board other than those caused by the expiration of a term of office shall be filled by the appointment of a Director by the remaining Directors. A Director appointed to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor and until his or her successor shall be elected and qualified. A vacancy may be created by the resignation in writing of a Director upon delivery to the President, the automatic removal of a Director through excessive absence as defined in Section 4.6. of this Article, or by the removal of a Director as provided for in Section 4.6. of this Article. A vacancy shall be declared by the President at the first meeting after it occurs and may be filled immediately.
- 4.6. **Removal of a Director.** Any Director may be removed from office, with or without cause, by a two-thirds vote of the entire Board of Directors at a regular or special meeting of the Board called for that purpose, but with due notification of such action and the right to be heard therein. Directors who have been absent from four regularly-scheduled meetings within a 12 month period may be removed by the President.
- 4.7. **Term of Office.** Directors shall be elected for a term of two years. No Director shall serve more than three (3) full, consecutive terms in the same capacity.
- 4.8. **Compensation.** No Director shall receive monetary compensation for his or her participation as a Director. Notwithstanding the foregoing, Directors shall be entitled to reasonable compensation for services rendered to the Group in any other capacity. No part of the compensation of an employee of the Group who also is a Director of the Group shall be compensation for services as a Director. The Group shall be entitled to purchase officers' and Directors' liability insurance without obtaining reimbursement of all or any part of the premium.

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ARTICLE 5

Board Meetings

5.1. **Regular Meetings.** A regular meeting of the Board of Directors shall be held each month at a time and at a place within the Neighborhood determined by the President. Regular meetings may be canceled by a majority vote of the Board, or, in the event of inclement weather, by the President.

5.2. **Special Meetings.** Special meetings of the Board may be called by the President, the First Vice President, or any four Directors acting jointly. The types of business that may be conducted at a special meeting of the Board are identical to those that may be conducted at regular meetings, except as provided in these Bylaws. The person(s) calling the meeting are responsible for notifying the Secretary, either in person or in writing, at least seven business days in advance of the meeting, and the Secretary shall give notice of the meeting as provided in Section 5.3. of this Article.

5.3. **Notice.** No fewer than three days written notice of a regular or special meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors; however, if the date, time and place of a Board meeting have been announced at a previous meeting of the Board, notice is not required. No notice of any meeting, regular or special, need state the purpose of the meeting except as may be specifically required by these Bylaws or otherwise required by law. Notice of a meeting at which an amendment to the Articles of the Group will be proposed must contain the substance of the proposed amendment.

Notice shall be delivered personally, sent by facsimile communication, sent by electronic mail, posted on an electronic network together with a separate notice to the Director of the specific posting, mailed, first class, postage prepaid, or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary. Whenever written notice to Directors provides less than five days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting.

Any Director may waive notice of any meeting of the Board of Directors in writing before, at or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

5.4. **Quorum.** A majority of the Directors in attendance at any Board meeting shall constitute a quorum; provided that if a quorum has been reached and Directors have subsequently withdrawn from such meeting so that less than a quorum remains, the Board may continue to transact business and take action at the meeting.

5.5. **Action Without a Meeting.** Any action required or permitted to be taken at a Board meeting may be taken by written action signed by two-thirds of the Directors. All Directors must

be notified of the action to be taken. A written action is effective when it is signed by two-thirds of the Directors unless a different effective time is provided in the written action. For purposes of this Section, an electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Board of Directors can reasonably conclude that the communication was actually sent by the purported sender.

ARTICLE 6

Board Officers

6.1. **Officers and their Duties.** The officers of the Group shall consist of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, and such other officers as may from time to time be elected by the Members or appointed by the Board of Directors. No person shall hold more than one office at the same time. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all officers. No elected public official, nor a candidate for an elective public office, may be an officer.

6.2. **Election.** The officers shall be elected by the Members at the annual meeting of the Members.

6.3. **President.** The President shall preside at all meetings of the Members and of the Board of Directors. The President shall sign all contracts and other instruments made by the Group and shall have general active management responsibility for the affairs of the Group. He or she shall perform all duties prescribed by the Board of Directors and those usually pertaining to the office of President.

6.4. **First Vice President.** The First Vice President shall perform all duties assigned by the Board. In the absence, disability, or refusal to act of the President, a majority of the Board may assign to the First Vice President all powers and duties of the office of the President. The First Vice President shall be responsible for special projects and strategic planning.

6.5. **Second Vice President.** The Second Vice President shall perform all duties assigned by the Board. In the absence, disability, or refusal to act of the President or First Vice President, a majority of the Board may assign to the Second Vice President all powers and duties of the office of the President or the First Vice President, respectively. The Second Vice President shall supervise the FRNNG Executive Director.

6.6. **Secretary.** The Secretary shall assure that full and correct minutes of all meetings of the Members, the Board, and the Committees are kept. The Secretary shall assure that Standard Operating Procedures are followed. The Secretary shall make all reports and statements required by the President and by the Board or by law and shall oversee custody of the minutes and records of the Group except those pertaining to the finances of the Group.

6.7. **Treasurer.** The Treasurer shall have custody of all moneys of the Group. The Treasurer shall ensure that records and accounts are kept showing the Group's transactions, accounts, liabilities, and financial condition and shall ensure moneys are deposited in a

responsible depository approved by the Board. The Treasurer shall make all financial records and accounts available for examination by the Board or the President at a time designated by the Board or President. The Treasurer shall turn over all books and records to the President at close of his or her term of office.

6.8. **Delegation.** If permitted by these Bylaws or by a resolution adopted by the Board of Directors, the officers may, without further action of the Board of Directors, delegate some or all of the duties and powers of an office to other persons, including but not limited to employees of the Group. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of the delegated duties and powers.

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ARTICLE 7

Neighborhood Representatives

7.1 **Neighborhood Representatives.** There shall be four neighborhood representatives elected to represent geographic regions of the Neighborhood: Field, Regina, North Northrop and South Northrop.

7.2 **Eligibility.** The neighborhood representatives must live in the area which they are elected to represent. One representative shall represent the Field Neighborhood; one representative shall represent the Regina Neighborhood; and two representatives shall represent the Northrop Neighborhood, one of whom must live north of East 46th Street and one of whom must live south of East 46th Street.

7.3 **Election.** The neighborhood representatives shall be elected by the residents of the individual neighborhoods at the annual meeting of the Members.

7.4 **Duties.** The neighborhood representatives shall be act as liaisons between the Board, the Committees, and the residents and businesses of the neighborhood. They shall also serve as liaisons between residents and partners of the neighborhood such as the Minneapolis Police Department and Minneapolis Public Schools.

ARTICLE 8

Committees of the Board

8.1. **Committees of the Board.** The Board of Directors may establish one or more committees of the Board as may be specified in resolutions approved by the affirmative vote of a majority of the Directors. Such committees of the Board shall have the authority of the Board of Directors in the management of the business of the Group to the extent provided in these Bylaws or in resolutions approved by a majority of the Directors. Such committees, however, shall at all times be subject to the direction and control of the Board of Directors. Committee members

must be Members.

8.2. **Ex Officio Member.** The President, or a representative appointed by the President, shall be an *ex officio* member, without voting rights, of each committee of the Board.

8.3. **Committee Chairs.**

(a) One or two members of each committee shall be nominated by the committee to be its Chair or Co-Chairs, and elected by the Members.

(b) The Committee Chair shall call, publicize and organize meetings, and shall report on the activities of the Committee and shall also keep track of the membership of the Committee.

8.4. **Standing Committee Procedures.** The provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Directors and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions, valid acts and conflicts of interest. Each committee shall keep regular minutes of its proceedings and report the same to the Secretary. Standing Committees include Business, Communications, Community & Safety, Education, Executive, Housing, Green, Parks, and Programs.

8.5. **Committee Membership.** Committees shall have at least three members. Each Director shall serve on at least one (1) standing or ad hoc committee. Committee members must be Members of the Group.

8.6. **Executive Committee.**

(a) There shall be an Executive Committee which shall consist of the officers of the Group and 2 of the 4 Neighborhood Representatives. The 2 Neighborhood Representatives will be elected by the 4 Neighborhood Representatives. The Executive Committee shall appoint such employees or volunteers as may be necessary to conduct the business of the Group.

(b) The Executive Committee may also act on behalf of the Group on any urgent matter when the Board of Directors is not in session, reporting to the Board of Directors of the Executive Committee's action at the next regular or special meeting. A majority of the Members of the Executive Committee shall constitute a quorum for the transaction of business.

(c) Meetings may be called by the President or by three members of the Executive Committee.

(d) The Executive Committee shall be responsible for management of the operations of the Group including financial and personnel activities and may meet in closed session when addressing personnel matters.

8.7. **Other Committees.** From time to time, the Board shall designate such committees as are deemed appropriate to carry out the functions of the Group. These functions include but are

not limited to development, zoning, communications, human resources, Bylaws and planning the Annual Meeting. Such committees shall have the authority and powers as designated in the resolution establishing the committee. Unless specifically stated otherwise in the resolution designating the committee, such committees shall not have the full authority of the Board of Directors to act on behalf of the Group and must submit all acts to the Board of Directors for approval before they become effective.

ARTICLE 9

Miscellaneous Organizational Items

9.1. **Fiscal Year.** The Group shall keep its books and records on a fiscal year basis from April 1 to March 31.

9.2. **Retention of Records.** The Group shall keep minutes of records and official correspondence for a period of five years and financial records for seven years.

9.3. **Amendments.** These Bylaws may be amended from time to time by a majority vote at any regular meeting of the Board of Directors of the Group provided that written text of the proposed amendment has been distributed to the Directors at the previous regular Board meeting, except that changes to Bylaws fixing a quorum for meetings of Members, prescribing procedures for removing Directors or filling vacancies on the Board, fixing the number of Directors or their classifications, qualifications, or terms of office, or fixing the vote required for a Member action, must be approved by a majority vote at a meeting of the Members, after proper notice is given.

ARTICLE 10

Conflicts of Interest

The Group shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a director of a related organization, or (c) an organization in or of which a Director is a director, officer or legal representative or has a material financial interest; unless the material facts of the Director's interests are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by an affirmative vote of a majority of the Directors (without counting the vote of the interested Director), at a meeting at which there is a quorum without counting the interested Director. Failure to comply with the provisions of this Article 9 shall not invalidate any contract or transaction to which the Group is a party.