

FIELD-REGINA-NORTHROP NEIGHBORHOOD
GROUP AMENDED AND RESTATED BYLAWS

This draft was posted for public review on March 26th, 2018

ARTICLE 1

Organization

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

1.2. Neighborhood Boundaries in Minneapolis, Minnesota:

- (a) North: 42nd Street;
- (b) South: Minnehaha Parkway;
- (c) East: Cedar Avenue;
- (d) West: Interstate Highway 35W; hereinafter referred to as the “Neighborhood”.

1.3. Purpose. The purpose of the Group is to:

- (a) Engage in charitable or educational projects¹ to improve and enhance the life and social welfare of the Neighborhood and its’ Members;
- (b) Seek the improvement of residential housing, educational facilities, and learning opportunities;
- (c) Promote economic development appropriate to the Neighborhood;
- (d) Function as a non-partisan, non-sectarian community action group, keeping Neighborhood residents informed of civic, commercial, governmental activities and proposals affecting the Neighborhood;
- (e) Promote and support community engagement through improved interpersonal, inter-group and inter-organizational relationships within the widely diverse Neighborhood; and
- (f) Coordinate, facilitate, develop and publicize programs and efforts within the Neighborhood promoting the purposes of the Group.

1.4. Status as Neighborhood Organization. The Group is a nonprofit corporation governed by Minnesota Statutes Chapter 317A and related subdivisions.²

ARTICLE 2

Members

2.1. Membership. Members with voting rights are:

¹ within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986

² as may be amended from time to time, and is a neighborhood organization for purposes of Minnesota Statutes Section 317A.435

(a) Individuals of voting age whose primary residence is within the Neighborhood (proof of residency is a Minnesota driver's license or identification card, or other official proof indicating the individual resides within the Neighborhood); or

(b) A representative of a property or business owned or operated within the Neighborhood and who can produce 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 (hereinafter referred to as the Board) as permitted under Minnesota Statutes Section 317A.411.

ARTICLE 3

Board of Directors

3.1. Eligibility. A Director must be a Member of the Group.

3.2. Number. The Board will be composed of no fewer than 10 and no more than 20 Directors, as determined by the Board. No decrease in the number of Directors pursuant to this section will affect the removal of any Director then in office. Each Board member will have one vote.

3.3. Composition. The Board will 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 committee chairs as defined in Article 8, Section 3.

3.4. Election. Directors will be elected at the annual meeting in accordance with the procedures established in Articles 6, 7, and 8.

3.5. Vacancies. Vacancies occurring on the Board other than those caused by term expiration will be filled by appointment of a Director by the remaining Directors. A Director appointed to fill a vacancy will hold office for the remainder of the unexpired term of his or her predecessor plus a one year term until his or her successor is elected at the next scheduled annual meeting. A vacancy may be created by the resignation in writing of a Director upon delivery to the President, the removal of a Director through excessive absence as defined in Section 3.6. of this Article, or by the removal of a Director as provided for in Section 3.6. of this Article. A vacancy will be declared by the President at the first meeting after it occurs and may be filled immediately.

3.6. Removal of Director. Any Director may be removed from office, with or without cause, by a two-thirds vote of the entire Board 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. Directors who have been absent from four regularly-scheduled meetings within a 12-month period may be removed by two-thirds vote of the Board.

3.7. Term of Office. Directors will be elected for a term of two years. No Director will serve more than three full consecutive terms in the same capacity.

3.8. Compensation. No Director will receive monetary compensation for his or her participation as a Director. Notwithstanding the foregoing, Directors are entitled to reasonable compensation for services rendered to the Group in any other capacity. The Group will be entitled to purchase Officers' and Directors' liability insurance without obtaining reimbursement of all or any part of the premium.

ARTICLE 4

Meetings of the Members

4.1. Annual Meetings. There will be at least one annual meeting of the Members. The Board will establish time and place as set forth in the Group's Administrative Procedure and Policy Manual. At the annual meeting, the agenda may include but is not limited to:

- (a) Reports of activities of the Group by officers and committee chairs;
- (b) Election of Directors and alternates;
- (c) Proposed bylaw amendments requiring Member approval by vote; and,
- (d) Other business as transacted.

All meetings are open to the public. Minutes of all meetings will be kept and made available upon request.

4.2. Special Meetings. Special meetings of the Members may be called by the President or by six or more Directors, or by 20 Members by written demand, describing the purpose for the meeting and delivered to the President. The purpose of special meetings will be to discuss issues relating to the common good or general welfare of the Neighborhood requiring timely decision-making by Members. Within 20 days after receipt of a demand for a special meeting of the Members, the Board of Directors will call a special meeting to be held no later than 45 days after receipt of the demand. The Secretary will give such notice as provided under Section 4.3, including the purpose of the meeting. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

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

4.4. Voting. Passage of a motion or resolution will require the vote of a majority of the Members present and eligible to vote at the meeting. Each member present has one vote and no Member may vote by proxy. The Board, or a committee thereof, will determine a fair, accurate, and efficient way of tallying votes taken at meetings of the Members.

4.5. Quorum. A quorum for the transaction of business will consist of a majority of Members present. If a quorum has been reached and Members have subsequently withdrawn from the meeting so that less than a quorum remains, the Members may continue to transact business and take action at the meeting.

ARTICLE 5

Board Meetings

5.1. Regular Meetings. A regular meeting of the Board of Directors will be held each month at a time and place within the Neighborhood determined by the President and set-forth in the Administrative Procedure and Policy Manual. 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 will 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 , excluding the day of the meeting, will 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 to Directors will be delivered personally, electronically, or mailed via U.S. Postal Service (first class; prepaid postage); or, by such other methods as deemed fair and reasonable at the sole discretion of the Secretary. Whenever notice to Directors is less than five days of the subject meeting, excluding the date of the meeting, reasonable effort will be made to notify Directors of the meeting by telephone or electronic method at the same time as giving written notice. Failure to contact any Director by telephone or electronic method will 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 will 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 was not lawfully called or convened and does not participate in the meeting. The waiver will be filed with the person who has been designated to act as secretary of the meeting, who will enter the waiver upon the records of the meeting.

5.4. Quorum. A majority of the Directors in attendance at any Board meeting will 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 or taken by electronic method(s). 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 or by electronic method(s). 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 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 will 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. No person will hold more than one office at the same time. Except as provided in these bylaws, the Board will 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 will be elected by the Members at the annual meeting of the Members.

6.3. President. The President presides at all meetings of the Members and Board . The President signs all contracts and other instruments originated by the Group and has general active management responsibility for the affairs of the Group. He or she performs all duties prescribed by the Board and those usually pertaining to the office of President.

6.4. First Vice President. The First Vice President performs all duties assigned by the Board. Should the President be absent, disabled or refuses to act as 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 will be responsible for special projects and strategic planning.

6.5. Second Vice President. The Second Vice President performs all duties assigned by the Board. Should the President or First Vice President be absent, disabled or refuses to act as 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.³

6.6. Secretary. The Secretary assures full and correct minutes of meetings are maintained. The Secretary assures Standard Operating Procedures are followed. The Secretary prepares reports and statements required by the President, the Board, or by law, and oversees custody of the minutes and records of the Group except those pertaining to Group finances. Additional duties may be assigned by the Executive Committee.

6.7. Treasurer. The Treasurer has custody of all monies of the Group, serves as Chair and convener of the Finance Committee and signs business checks for the Group. The Treasurer ensures records and accounts are maintained showing the Group's transactions, accounts, liabilities, and financial condition and assure monies are deposited in a responsible depository approved by the Board. The Treasurer will 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 will turn over all books and records to the President at close of his or her term of office.

³The position of 2nd Vice President will sun-set on the end date of the term of the current incumbent 2nd Vice President.

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 completion of the delegated duties and powers.

ARTICLE 7

Neighborhood Representatives

7.1. Neighborhood Representatives. There will be four neighborhood representatives elected to represent each geographic region of the Neighborhood: Field, Regina, North Northrop and South Northrop. Additional representatives may be elected in order to assure the fair and efficient conduct of business within geographic regions, as necessary. Any such added representatives may be elected at the annual meeting or elected by the Board outside of the date of the annual meeting.

7.2. Eligibility. The neighborhood representatives must live in the area they are elected to represent. One representative will represent the Field Neighborhood; one representative will represent the Regina Neighborhood; and two representatives will represent the Northrop Neighborhood, one of who must live north of East 46th Street and one of whom must live south of East 46th Street. Additional representatives may be added as set forth at Section 7.1.

7.3. Election. The neighborhood representatives will be elected by the residents of the individual neighborhoods at the annual meeting of the Members or by the Board outside the annual meeting date, as necessary.

7.4. Duties. The neighborhood representatives will act as liaisons between the Board, the Committees, residents and businesses of the neighborhood. They will also serve as liaisons between residents and partners of the neighborhood such as the Minneapolis Police Department and Minneapolis Public Schools. Additional duties may be identified by the Board to assure the effective conduct of business on behalf of residents within geographic regions and the Group.

ARTICLE 8

Committees of the Board

8.1. Standing Committees of the Board. The Board 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 will have the authority of the Board 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, are subject to the direction and control of the Board .

8.2. Committee Chairs.

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

(b) The Committee Chair(s) calls, publicizes, and organizes meetings, and reports on the activities of the Committee to the Board and Members.

8.3. Standing Committee. All provisions of these bylaws will apply to standing committees and its members. Each committee will keep regular minutes of its proceedings and submit them to the Secretary. Standing Committees are outlined in the Administrative Procedures and Policy Manual.

8.4. Committee Membership. Committees may be comprised of Members and non-resident volunteers. Each Director will serve on at least one (1) standing or ad hoc committee. Neighborhood residents, i.e., Members, who serve on committees have voting rights. Non-resident volunteers may also serve on committees but do not have voting rights.

8.5. Executive Committee.

(a) There will be an Executive Committee that consists of the officers of the Group and two Neighborhood Representatives. Neighborhood Representatives will be elected by the Board . The Executive Committee will appoint employees or volunteers as 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 is not in session, reporting to the Board of the Executive Committee's action at the next regular or special meeting. A majority of the Members of the Executive Committee will 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 will 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.

(e) The Executive Committee may develop administrative procedures and/or policies that improve the efficient operation of the Group. Such procedures will include a grievance procedure for the consideration of complaints against Directors, staff or other volunteers for the Group.

8.6. Special Committees. From time to time, the Board may designate special committees as are deemed necessary to carry out the functions of the Group. These functions include but are not limited to development, zoning, bylaws, and planning events. Such committees will 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 will not have the full authority of the Board to act on behalf of the Group and must submit annual work plans and progress reports to the Board as needed.

ARTICLE 9

Miscellaneous Organizational Items

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

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

9.3. Amendments. These bylaws may be amended by a majority vote at any regular meeting of the Board of the Group provided that written text of the proposed amendment has been distributed to the Directors at the previous regular Board meeting.

9.4. The following matters must be voted on at a meeting of Members with proper notice:

- (a) Changes to bylaws fixing a quorum for meetings of Members;
- (b) Prescribing procedures for removing Directors or filling vacancies on the Board
- (c) Fixing the number of Directors or their classifications, qualifications, or terms of office; or,
- (d) Fixing the vote required for a Member action.

ARTICLE 10

Conflicts of Interest

The Group will not enter into any contract or transaction with:

- (a) One or more of its Directors;
- (b) A director of a related organization;
- (c) An organization in which a Director serves as a director, officer, or legal representative;
- (d) Where a Director has a material financial interest, unless the material facts of the Director's interests are fully disclosed or known to the Board.

In these instances, the Board may authorize, approve, or ratify 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 will not invalidate any contract or transaction to which the Group is a party.

Date of Member Action: