

**Bylaws of the
Downtown Minneapolis Neighborhood Association, Inc.**

As Amended

October 11, 2011

**(Approved by DMNA Board on September 13, 2011)
(Approved by the DMNA Membership, October 11, 2011)**

ARTICLE I: NAME

The name of this association shall be the DOWNTOWN MINNEAPOLIS NEIGHBORHOOD ASSOCIATION, INC. and may be referred to as "DMNA, Inc."

ARTICLE II: PURPOSE

DMNA, Inc. is organized and operated to promote the common good and general welfare of the community, to enhance its quality of life, and to promote the attractiveness of the neighborhood for present and future residents, workers, property owners and business owners. Civic betterment and improvement are sought through discussion, education, and change. Major objectives will include, but not be limited to, arranging and conducting neighborhood meetings, studying and reviewing all proposals of a commercial, residential, or housing development/rehabilitation nature. DMNA, Inc. will carry out the neighborhood association functions of the NEIGHBORHOOD REVITALIZATION PROGRAM ("NRP") funded by the NRP and the City of Minneapolis. DMNA, Inc. will seek to encourage and maintain open communication between members and such local organizations as the MCDA and Minneapolis City Council.

ARTICLE III: AREA

The service area of DMNA, Inc., for purposes of these Bylaws, shall be defined as being comprised of the Downtown West and Downtown East neighborhoods as they are officially recognized by the City of Minneapolis.

The boundaries are intended to conform to the City of Minneapolis designated neighborhoods of Downtown East and Downtown West. These boundaries may be revised as deemed necessary and appropriate by following proper legal procedures for such change.

ARTICLE IV: GENERAL MEMBERSHIP

Any person of voting age living, working or owning a business or property in the area of downtown Minneapolis, as defined in Article III of these Bylaws, shall be eligible for general membership in DMNA, Inc. (also referred to herein as “the Association”).

There shall be one class of members and no limit to the number of members. General membership shall be open to all interested persons who meet the eligibility criteria of this Article.

General membership shall be determined by notification to the Board of Directors or by registering at any official meeting of the Association. General members shall register with the Vice Chairperson and will be considered general members for 12 months from the registration date. General members may be asked for proof of eligibility at time of registration.

No person shall be denied general membership in the Association because of consideration of race, religious belief, color, gender, sexual preference, national origin, economic status or disability. General membership is not transferable or assignable. General membership is automatically terminated upon resignation or when a person no longer meets eligibility requirements.

ARTICLE V: GENERAL MEMBERSHIP MEETINGS

Section 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 downtown Minneapolis neighborhood as set by the Board of Directors. At such time reports of the activities of the Association shall be presented by the Officers to the members, Directors shall be elected, and other membership business transacted. Proposed resolutions must be presented in writing to the Board Chairperson or Board Secretary at least five days prior to a general membership meeting.

Section 2: Special Meetings

Special meetings of the general membership may be called by the Chairperson of the Board, by fifty percent (50%) of the members of the Board then in office, or by ten percent (10%) of the general membership.

Section 3: Notice of Meetings

Any meetings of the general membership shall be publicized in the downtown Minneapolis area and in writing to all members, including a written agenda, at least five (5) but not more than thirty (30) days prior to the meeting. Such notice shall specify the time, place and purpose of the meeting. Notice of the Annual Meeting shall include notice that the election of Directors shall occur at this meeting.

Section 4: Quorum

A quorum for the transaction of business shall consist of ten percent (10%) of the general membership. *Robert's Rules of Order, Newly Revised (1990)* shall apply at all times during meetings.

Section 5: Voting

Passage of a motion or resolution by the membership shall require the vote of a majority of the members present for the meeting unless otherwise required by law. Dissolution of the Association shall require a two-thirds (2/3) vote of the members present. All members present are entitled to vote; no member may vote by proxy or cumulatively.

Section 6: Open Meetings

All meetings shall be open to the public.

Section 7: Minutes

Minutes of all meetings will be kept and be available upon request.

Section 8: Member's List for Meetings

After fixing a record date for notice of and voting at a meeting, which shall not be more than 60 days before the meeting, the Board of Directors shall direct the Secretary to prepare an alphabetical list of the names and addresses of all members who are entitled to notice and to vote. Said list shall be available for inspection, beginning two (2) working days after the meeting notice is given and continuing through the meeting. The membership list shall also be available at the meeting.

ARTICLE VI: BOARD OF DIRECTORS

Section 1: General Powers

The business and property of the Association shall be managed and controlled by its Board of Directors. The Directors may exercise all such powers and do all such things as may be exercised or done by the Association, subject to the provisions of the Articles of Incorporation, these Bylaws and all applicable laws. Directors shall receive no compensation for their services as Directors, but this shall not restrict the reimbursement, by resolution of the Board, for reasonable expenses incurred by a Director when he or she renders administrative, professional or other bona fide services to this Association in a capacity other than as a Director or member of this Association.

Section 2: Number

The Board of Directors shall consist of eight (8) members.

Section 3: Tenure

Unless as specified to be completing a former Director's term of office, all Directors shall serve for a term of two (2) years following their election at the Annual Meeting.

Section 4: Qualifications

Any person who meets the requirements for General Membership as stated in Article IV shall be eligible to serve on the Board of Directors.

Section 5: Selection

Except as provided in Article VI, Section 6, all Directors shall be elected at DMNA, Inc.'s annual membership meeting. The candidates receiving the highest number of votes shall be elected to the Board. Four seats shall be open for re-election in years ending with even numbers (e.g., 2002); four seats shall be open for re-election in years ending with odd numbers (e.g., 2003). In elections held where there are board positions open in which the remaining term is one year, the election for the full two-year positions will precede any election for the one-year positions.

Section 6: Vacancies

Any seat left vacant due to the lack of a candidate at the annual election, or for any reason whatsoever, shall be filled by appointment of the Board of Directors. The Board shall seek a candidate for the vacant position(s) who meets the qualification of Section 4 of this Article. If no such candidate can be found within thirty (30) days and after reasonable effort, the Board may select, by a majority vote of the Board, a temporary Director from the general membership. Such a Director shall serve until such time as a candidate meeting the qualifications of Section 4 of this Article can be found or until the next election, whichever is soonest."

Section 7: Removal of a Director

Three consecutive absences from duly called Board meetings shall be cause for removal by majority vote of the Board. A Director may be removed from office, with or without cause, by a majority vote of the Directors present at a regular or special meeting of the Board provided that not less than five (5) days and not more than thirty (30) days notice is given stating such purpose.

Section 8: *Resignation of a Director*

Any Director may resign at any time by giving written notice to the Board or to the Chair. The resignation shall take effect when it is delivered unless the written notice states otherwise.

ARTICLE VII: MEETINGS OF THE BOARD

Section 1: *Regular Meetings*

The Board of Directors shall hold monthly meetings at the date and location established by the Board. These meetings shall be held in the downtown Minneapolis neighborhood service area.

Section 2: *Special Meetings*

Special meetings may be called by the Chairperson or by fifty percent (50%) of the Directors then in office. Notice of special meetings shall be given at least forty-eight (48) hours in advance of the meeting either by mail, electronic mail, telephone or personal contact. Special meetings shall be held in the downtown Minneapolis neighborhood service area and notice shall include time, place and agenda.

Section 3: *Notice*

Written notice of regular meetings, including a written agenda shall be distributed at least three (3) days prior to the meeting to all Directors. Required notice of any meeting of the Board may be waived by any member in writing before, at or after a meeting. Appearance at any meeting by any Director shall be deemed a waiver of such required notice. If notice is given by mail for either a regular or special meeting, such notice shall be mailed at least two (2) additional days prior to the meeting and shall be deemed delivered when deposited in the United States mail properly addressed with postage thereupon prepaid. No notice shall be given more than thirty (30) days before any meeting.

Section 4: *Open Meetings*

All meetings of the Board of Directors and any Committees shall be open to any member of the Board and to all general members. Only seated Directors shall be allowed to vote at Board meetings. Input from the floor can be received at the discretion of the Board.

Section 5: *Quorum*

Except as noted otherwise provided for by these Bylaws, a quorum for the transaction of business shall consist of one-half (1/2) of the members of the Board then in office. No member of the Board may give a proxy for himself/herself or vote by proxy. If a quorum is not present, a

majority of the Directors may adjourn the meeting from time to time without further notice. *Robert's Rules of Order, Newly Revised, 1990* shall apply at all times during meetings.

Section 6: *Voting*

Passage of a motion for resolution shall require a vote of a majority of the Board members present at the meeting, unless otherwise provided for in *Robert's Rules of Order, Newly Revised, 1990* or these Bylaws. Sale or mortgage of assets shall require a two-thirds (2/3) vote of Board members at a duly held meeting of the Board for which notice stating such purpose has been given.

Section 7. *Remote Communication for Meetings*

Any meeting of the Directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting, if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 5. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which person may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 8. *Action Without a Meeting*

At the discretion of the Board Chair, and only in rare circumstances, an action that may be taken at a regular or special meeting may be taken by electronic means without a meeting if the majority of the Directors are in favor of such action. The Board Chair or DMNA Staff Person will prepare the motion and email it to all Directors at their respective emails. Each Director should respond to the Chair and the DMNA Staff Person with their written vote within 48 hours, unless another deadline is provided in the email. The Chair will confirm whether the action has passed or failed by email to all Directors upon receipt of all individual votes. The Board will ratify any action taken electronically at the next Board meeting. The minutes of this meeting will record the ratification.

ARTICLE VIII: OFFICERS OF THE BOARD

Section 1: *Officers of the Board and Their Duties*

The officers of DMNA, Inc. shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, and such other Officers, as may from time to time be elected by the Board. No person shall hold two (2) offices at one time; however, the offices of Secretary and Treasurer may be combined if the Board so desires. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all Officers.

Section 2: Election, Term of Office and Qualifications

The Officers shall be elected by the Board from among its members at the first meeting following the yearly election of Directors. The Officers shall serve for one (1) year or until their successors shall have been elected or until their earlier resignation, removal from office or death.

Section 3: Removal

Any Officer may be removed with or without cause by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose was given.

Section 4: Vacancies

If there is a vacancy among the offices of DMNA, Inc. by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board at a regular meeting or special meeting called for that purpose.

Section 5: Chairperson

The Chairperson shall have the power of general management of the business of the Association. He/she shall preside or delegate such authority at all meetings of the Board of Directors. He/she shall be the Chief Executive Officer of the Association and shall see that all orders and resolutions of the Board are carried into effect. He/she shall be a member ex-officio [by virtue of or because of an office] of all committees. He/she shall be considered "President" of the Association for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the Association under that title. The Chairperson shall be entitled to vote on all matters before the Board in the same manner as any other delegate to those bodies. In general, the Chairperson shall perform all duties usually incident to that office and such other duties as the Board may prescribe.

Section 6: Vice Chairperson

The Vice Chairperson shall have such powers and perform such duties as may be specified in these Bylaws or prescribed by the Board of Directors or by the Chairperson. In the event of absence or disability of the Chairperson, the Vice Chairperson shall succeed to his/her power and duties. The Vice Chairperson shall maintain a list of current members and receive and certify all applications for membership.

Section 7: Secretary

The Secretary shall be secretary of the meetings of the Board of Directors and shall record all proceedings of the meetings in the appropriate minute book of the Association. He/she shall give proper notice of meetings to Directors. He/she shall sign and execute such documents as may be necessary to the transaction of business by DMNA, Inc. He/she shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson.

Section 8: Treasurer

The Treasurer shall cause to be kept accurate accounts of all moneys of the Association received or disbursed and shall render to the Board of Directors at regular meetings and whenever required by the Board, an account of the financial condition of DMNA, Inc., and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson. He/she shall be responsible for supervising the receipt, deposit and disbursement of the funds of DMNA, Inc. in accordance with the policies established by the Board of Directors.

Section 9: Responsibilities

No Officer shall in any way bind the organization to do or not to do any certain things unless expressly ratified or approved by the Board of Directors.

ARTICLE IX: COMMITTEES

The Board of Directors may appoint committees by resolution and delegate to these committees such powers and responsibilities as it may from time to time deem appropriate. Any member of the General Membership is eligible to serve on and participate in these committees. All actions taken by a committee that are not explicitly granted by the Board shall be forwarded to the Board, which shall have the right to alter, accept, or reject these actions. At the time that a committee is formed, the Board shall appoint a temporary Chair and thereafter the Committee Members shall elect the Committee's Chairperson. The Board will identify the committee as either standing or temporary and shall identify the major purpose, term and tasks of that committee in writing.

ARTICLE X: STAFF

The Board of Directors shall have the power to employ and dismiss the staff persons that it deems necessary and prudent to run the day-to-day operations of the Association. At such time that the Board should create a position it shall also prepare a description of the major duties and responsibilities associated with that position. All employees shall be paid in a manner to be determined by the Board. No employee shall have the power to act on behalf of the Board unless expressly authorized by the Board to do so

ARTICLE XI: SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR, OFFICES

Section 1: Seal

There will be no corporate seal.

Section 2: Books and Records

The Board shall keep or cause to be kept complete books of account and minutes of meetings of the Board of Directors and all committees, including a current copy of the Bylaws, and such additional records and books of account as the Board deems necessary for the conduct of the activities of the Association. A chronicle of all media publications relating to DMNA, Inc., and any items that may be of historical value shall also be maintained. These records shall be kept in the principal office located in the downtown Minneapolis neighborhood service area and will be open to inspection.

Section 3: Fiscal Year

The fiscal year for the Association shall be from January 1 through December 31.

Section 4: Principal Office

The principal office of the organization shall be located in the downtown Minneapolis neighborhood service area.

ARTICLE XII: CONTRACTS, LOANS, CHECKS, DEPOSITS

Section 1: Contracts

The Board of Directors may authorize any Officer(s) or agent(s) to enter into any contract or execute and deliver any instruments in the name of and on behalf of DMNA, Inc., and such authority may be general or confined to specific instances.

Section 2: Loans

No loans shall be contracted on behalf of DMNA, Inc., and no evidence of indebtedness shall be issued in its name unless authorized by a resolution adopted by a two-thirds (2/3) majority vote of the Board.

Section 3: Checks and Drafts

All checks, drafts, invoices and requests for reimbursement or other such orders for the payment of money, notes, or other evidence of indebtedness issued in the name of DMNA, Inc., shall be signed by no less than two Officers of the Board of Directors.

Section 4: Deposits

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of DMNA, Inc., in such banks, trust companies, other depositories or investments as the Board of Directors may select.

ARTICLE XIII: INDEMNIFICATION

The Association, acting through its Board of Directors, or as otherwise provided in these Bylaws, shall as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of law, indemnify each Officer and Director of the Association against the expense of any action to which he/she was or is a party or is threatened to be made a party thereof by reason of the fact that he/she is or was an Officer or Director of the organization. Any provision in these Bylaws which would prevent such indemnification to the full extent permitted by law as it may from time to time be expanded by statute, decision of court or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board of Directors.

ARTICLE XIV: AFFIRMATIVE ACTION

No person shall be discriminated against by this Association, its hiring policies, delivery of services or other business on the basis of race, color, creed, religion, ancestry, national origin, sex, affectional preference, disability, age, marital status, source of income, or criminal record where the offense is not validly related to the job, services or Association business. Affirmative action is not mere passive non-discrimination. It is action, including procedures, methods and practices, which will equalize opportunities relating to all means of participation in this Association's activities for members, staff and other community residents, workers, property owners and business owners. This organization encourages people and other organizations to make recommendations about how this Association can act affirmatively to increase participation in the activities of the Association.

ARTICLE XV: CONFLICT OF INTEREST

A member who receives any direct or indirect financial benefit from, or serves on the Board of Directors of any organization, project or development that is being considered for funding by DMNA, Inc., or by any of the organization's task forces or committees, its Board of Directors, or membership, must declare that affiliation and shall abstain from voting on any related issues. A conflict of interest shall be deemed to exist if that person is a member of the same immediate family (spouse, son, daughter, father, mother, brother, sister) of the beneficiary of any action of

DMNA, Inc. Members shall abide by such Conflict of Interest policies as may be required by the City of Minneapolis Neighborhood Revitalization Program (NRP) in the allocation or administration of NRP funds.

ARTICLE XVI: COMPLAINTS

Any complaint against DMNA, Inc., or any of its activities, shall be made in writing and directed to a meeting of the Board of Directors, which shall respond in writing within five (5) business days of their meeting.

ARTICLE XVII: AMENDMENTS TO BYLAWS

Both the Board of Directors and the members shall have the power to amend the Articles of Incorporation and these Bylaws. Subject to the restrictions imposed by statute, the Board may amend the Articles and Bylaws by adopting a resolution setting for the amendment, and providing written notice of the proposed amendments at least 15 calendar days prior to a duly called meeting. Amendments acted upon by the Board shall require an affirmative vote of two-thirds (2/3) of the Directors who are present at a duly constituted meeting. Amendments acted upon by the Membership shall require an affirmative vote of a majority at a duly constituted meeting.

ADOPTED by the Downtown Minneapolis Neighborhood Association this 13th day of September 2011.

Gerry Ewald, Chair Person

Wally Swan, Secretary