

**Bylaws of the**

**Downtown Minneapolis Neighborhood Association, Inc.**

**As Amended**

**October \_\_\_\_\_**

**(Approved by DMNA Board on \_\_\_\_\_) (Approved by the DMNA Membership, \_\_\_\_\_)**

**ARTICLE I: NAME**

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

**ARTICLE II: PURPOSE**

DMNA 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.

**ARTICLE III: OBJECTIVES**

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 will carry out the neighborhood association functions of the NEIGHBORHOOD REVITALIZATION PROGRAM ("NRP") funded by the NRP and the City of Minneapolis. DMNA will seek to encourage and maintain open communication between members, local organizations and Minneapolis City Council.

**ARTICLE IV: AREA**

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

## **ARTICLE V: 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 membership in DMNA (also referred to herein as “the Association”).

There shall be one class of members and no limit to the number of members. Membership shall be open to all interested persons who meet the eligibility criteria of this Article. Anyone seeking to be a member of the Association may either sign in and register at any official meeting of the Association or provide a written request to the Vice Chairperson of the Board of Directors. Members may be asked for proof of eligibility at the time of the 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. Membership is automatically terminated upon resignation or when a person no longer meets the eligibility requirements.

## **ARTICLE VI: 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 neighborhoods 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.

### ***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 membership shall be publicized the Association’s website, in at least one local media/online publication in the downtown Minneapolis area and by email 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 at least fifteen (15) member of the Association being present. *Robert's Rules of Order (the most recent edition)* 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.*

### **ARTICLE VII: BOARD OF DIRECTORS**

#### ***Section 1: General Powers***

The business and property of the Association shall be managed and controlled by its Board of Directors (also referred to herein as "the 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 nine (9) 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 three (3) years following their election at the Annual Meeting, except for the special provisions referred to in *Section 5* of this Article.

#### ***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's annual membership meeting. The candidates receiving the highest number of votes shall be elected to the Board.

In order to ensure that all Directors will eventually have three (3) year terms, the following schedule is adopted for the elections in 2016 and 2017.

**2016** Five (5) seats are up for election. These seats are hereby referred to as seats one, two, three, four, and five. The DMNA is to keep a record of each individual who holds each seat. The top 3 candidates in votes will serve three (3) year terms. The remaining 2 candidates will be serve two (2) year terms. However, when any of these seats are up for election in the future they will all carry three (3) year terms.

**2017** Four (4) seats are up for election. These seats are hereby referred to as seats six, seven, eight, and nine. The DMNA is to keep a record of each individual who holds each seat. The top 3 candidates in votes will serve three (3) year terms. The remaining candidate will serve a one (1) year term. However, when any of these seats are up for election in the future they will all carry three (3) year terms.

The above process will ensure that starting in 2018, three (3) candidates will be up for election every year.

### ***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.

In the event that a board member resigns, the person replacing that position shall serve out the remainder of that position's term.

### ***Section 7: Removal of a Director***

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 VIII: 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 (except those that are closed) 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 (the most recent edition)* 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 (the most recent edition)* 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 IX: OFFICERS OF THE BOARD**

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

The officers of DMNA 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 officers 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 X: 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 XI: 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.

**ARTICLE XII: 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 XIII: 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 and such authority may be general or confined to specific instances.

### ***Section 2: Loans***

No loans shall be contracted on behalf of DMNA 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 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 in such banks, trust companies, other depositories or investments as the Board of Directors may select.

## **ARTICLE XIV: 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 XV: 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 XVI: 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, 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. 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, 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 XVIII: AMENDMENTS TO BYLAWS**

Both the Board of Directors and the members shall have the power to propose amendments to the Articles of Incorporation and these Bylaws. Subject to the restrictions imposed by statute, the Board may adopt a resolution setting forth the proposed amendment(s) and providing written notice of the proposed amendments at least 15 calendar days prior to a duly called meeting. Amendments acted upon by the Membership shall require an affirmative vote of a majority at a duly constituted meeting.