

Date: August 24, 2021

To: DMNA Board of Directors

From: Kevin Frazell, Vice Chair

Re: New By-Laws Proposal for DMNA

Last year the City of Minneapolis adopted its new Neighborhoods 2020 plan that sets forth the requirements for City recognized (and funded) neighborhood associations. Developing Neighborhoods 2020 was a year-long process. Chair Pam McCrea, Vice Chair Kevin Frazell, and Christie Rock-Hantge all participated in one or more of the meetings leading up to the adoption of the document. Kevin and Christie have also attended numerous meetings provided by the Department of Neighborhood and Community Relations detailing the various requirements to comply. The Board has already adopted several policy documents consistent with those guidelines.

Neighborhoods 2020 also includes some requirements that pertain directly to the by-laws of each association. The attorney that NCR retains to provide consultation with the associations, Jess Birkin, has recommended that each association take this opportunity to do a comprehensive review of its by-laws, or better still, consider adopting brand new by-laws. Birkin has provided an exceptionally easy-to-use template wizard that produces model by-laws consistent with all state law and city requirements, yet also provides several decision points where each association can customize the by-laws consistent with how it would like to operate. Christie and I have been working together on this project for the past few months. We concurred that Birkin's model would work well for DMNA and that we would recommend adoption of new by-laws based on that model.

As a starting point for board discussion, Christie and I have produced a new set of by-laws that are included with the board materials for the August 30<sup>th</sup> meeting. After the full board has given its input and direction a final document will be prepared for board approval at our September or October meeting and submitted to the members of DMNA at the October annual meeting for their consideration.

We recommend that board members review the draft document and highlight whatever questions or concerns they may have. Following is a list of key decision points that I believe warrant special attention, discussion, and decision making. These are simply the recommendations Christie and I are making; the board is certainly free to disagree.

**Section IV. – I – 5 – Special Member Meetings (page 4)** – state law provides that special meetings may be called in several different ways, including by petition of 50 or more members. Given the level of participation we typically get in DMNA member meetings this seemed like a bit of a high bar, so we have recommended 25.

**Section IV. – I – 9 – Member Meeting Procedures (page 4)** – in this and other sections of the by-laws reference is made to using Robert's Rules of Order except if the board waives them. Jess Birken recommends that neighborhood associations NOT adopt a requirement for using Robert's Rules. Those who have worked with the Rules know that they are complex and voluminous. The Rules were originally developed as procedures for large-scale political and other types of conventions, with the presumption that there would be a parliamentarian in the room. Most people's experience with the Rules is at the

very highest and most generic level – motions, seconds, votes, etc. And at a time when we are being challenged to engage with diverse audiences and members, there is a feeling that Robert’s Rules can be a barrier to such full participation. Birken has recommended that by-laws simply state (Christie, do you have exactly what Jess says about this to insert here). Or conversely, there are more simplified rules of procedures that we could research and adopt. Or the third option is to have the by-laws give the board itself authority to adopt whatever rules of procedure it likes and that can be amended from time to time without there needing to be a change to the by-laws (see example language on page 8 under Meeting procedures for such language).

**Section V. – A – C – Board Numbers and Qualifications (page 6)** – our current by-laws specify the number of board seats at 9. This revision, as drafted, allows a range of 9 – 13, which is as recommended by Birken to provide some flexibility to meet the varying level of member interest in serving at any given time. The downside to that flexibility is in trying to keep track of things like unexpired terms, the requirement to fill vacancies, etc. So, sort of a tradeoff – flexibility vs. ease of administration.

**Section V. – A – D – Board Terms (page 6)** – perhaps one of the most significant changes set forth in the Neighborhoods 2020 requirements is to “Have no more than 25% of the board serve more than six consecutive years.” Jess Birkin’s model template simply states that no member of the board may serve more than six consecutive years until they have taken two years off, which is slightly different and a bit more restrictive. However, Christie and I felt that it could be administratively and even politically difficult to go with the city requirement.

For DMNA, 25% of our board would be two seats. So what to do if all three of the directors up for re-election have served six years AND all three would like to be re-elected? So we are recommending Birkin’s approach. I personally would suggest one modification to the language – “There is no limitation on the number of terms a Director may serve, except that anyone who has served 5 or more consecutive years may not be re-elected before taking at least two years off.” This would address a situation where someone was originally elected or appointed to an unexpired term. Having served two years of an unexpired term would apply to the term limit. Having served less than two years would not. And there is also a question if we want to include “unless there are no other qualified candidates” language!

**Section V. – D – Board Service Eligibility (page 6)** – being a strong believer in voter-driven democracy I am a little dubious of the two requirements of having attended three meetings over the past year and having served on a committee. Nice, for sure, but shouldn’t candidates be free to sell themselves on whatever qualifications they think relevant and the members be free to elect whoever they like? And documenting how many meetings someone had attended? Hmmm!

**Section VII. – D. – Executive Committee (page 11)** – this section provides the option of formation of an Executive Committee, something Christie would like to have to give her advice and consultation. I recommend that the language in this section, as written, be amended with two changes. First, that the Executive Committee consists of the officers of the Board (i.e., Chair, Vice Chair, Secretary, Treasurer) and not the Chairs of Committees as currently written. Second, that the role of the Executive Committee be “to provide consultation with and direction to the Chair and/or the Executive Director on matters that may require attention between regularly scheduled board meetings.