

**December 2003**  
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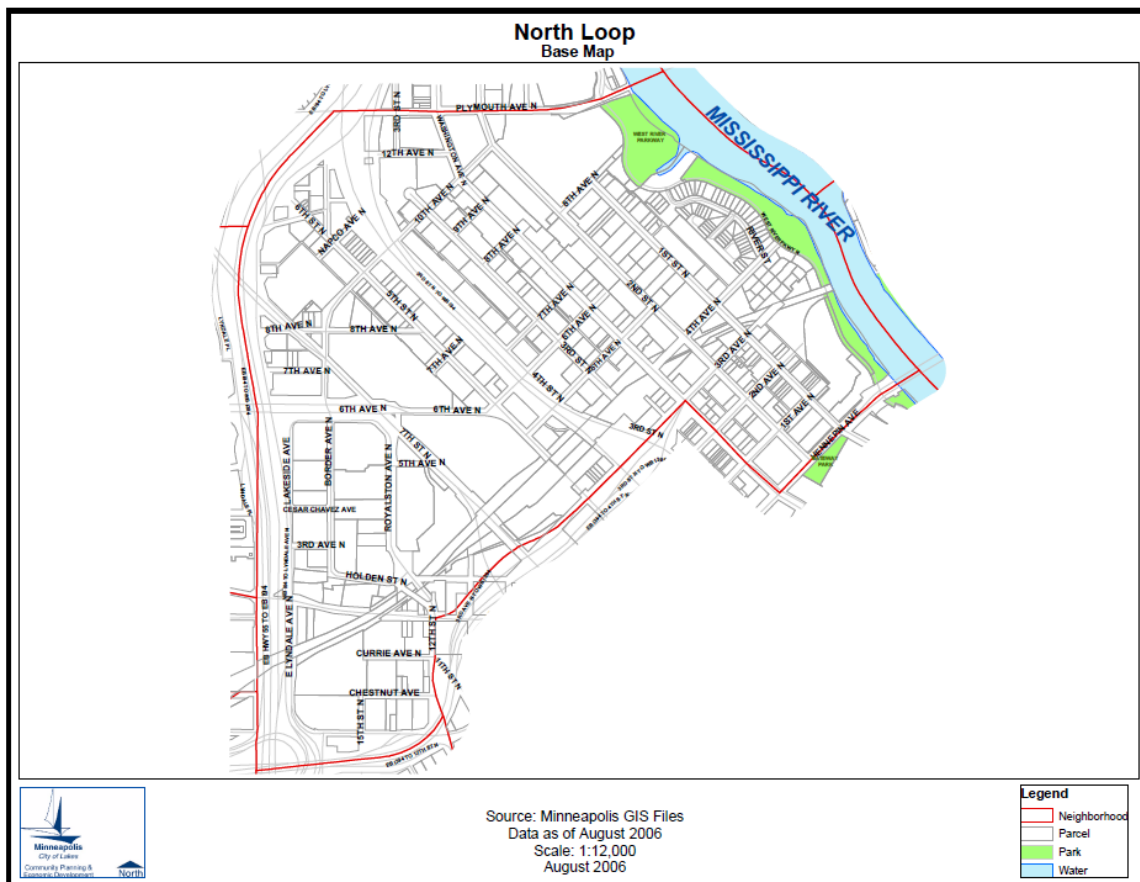
*By-Laws of the*  
**NORTH LOOP NEIGHBORHOOD ASSOCIATION**

## Article One: Mission

The North Loop Neighborhood Association (NLNA) is an organization consisting of and conducted by the residents, property owners, and business owners of the Warehouse District and North Loop Neighborhoods. The purpose of the organization shall be— first and foremost—to foster a strong community rich in diversity of ideas, businesses, talents, people, transportation, and property. Toward that end, the NLNA shall promote a climate of safety, livability, and improvement through public neighborhood meetings and communication and advocacy with the relevant municipal and county organizations.

## Article Two: Area

Geographically, the NLNA shall be defined as the area bounded by the Mississippi River on the Northeast, to Hennepin Avenue on the Southeast, to Washington Avenue briefly on the Southeast, to 3<sup>rd</sup> Avenue North on the Southeast, Glenwood Avenue on the South, to Lyndale Avenue on the West and Plymouth Avenue on the North ending back at the River. (See Map)



## **Article Three: Membership**

### **Section 1: Voting Membership**

Any natural person of legal age who is a tenant, resident property owner, non-resident property owner, business owner or one appointed representative of each business owner (as evidenced by a letter on said business owner's letterhead specifying the full name of the appointed representative and available for inspection at the meeting) in the area described in Article Two shall be eligible for Membership in the NLNA. There shall be one class of Members, and the number of Members shall have no limit. Membership shall be determined by attendance of any official meeting of the NLNA in the prior 12 months (including the current meeting), as recorded in the meeting minutes.

### **Section 2: Voting Rights**

Each member shall have one (1) vote.

### **Section 3: Resignation**

Any member may resign their membership at any time by giving written notice to the Board of Directors. After each regular annual meeting of the Membership, the membership list will be reviewed to remove those members who have not met the criteria as set forth in section one (1) above.

## **Article Four: General Membership Meetings**

### **Section 1: Annual Meeting of Membership**

There shall be at least one annual meeting of the Members during each calendar year, at a time and place in the NLNA as set by the Board of Directors. At such time, the officers shall present reports of the activities of the organization to the Members, Directors shall be elected and other Membership business transacted. Proposed binding resolutions must be presented in writing to the board President or board secretary at least five (5) days before a general Membership meeting. All meetings shall be open to the public. Minutes of all meetings will be kept and be available upon request.

### **Section 2: Special Meetings of Membership**

Special meetings of the general Membership may be called by the President of the board, by fifty percent (50%) of the Members of the board, or by ten percent (10%) of general Membership.

### **Section 3: Notice**

Any meetings of the general Membership will be publicized on the NLNA website, and in writing to all Members, including a written agenda, at least five (5), but not more than thirty (30) business days prior to the meeting (excluding the day of 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 that meeting.

#### Section 4: Quorum

A quorum for the transaction of business at the Annual Meeting shall consist of twenty-five (25) people. Parliamentary procedure, as outlined in *Roberts Rules of Order*, shall prevail at all times during meetings.

#### Section 5: Voting

Passage of a motion or resolution shall require the vote of a majority of the Members present for the meeting unless otherwise required by law. All Members present are entitled to vote. No Members may vote by proxy or cumulatively.

#### Section 6: Membership Lists

The Secretary shall maintain a list of the names and email addresses of all Members, and said list shall be available for inspection after acceptance of that meeting's minutes.

#### Section 7: Dissolution

Dissolution of the organization shall require a two-thirds (2/3) vote of the Members present.

### **Article Five: Board of Directors**

#### Section 1: Business of the Board of Directors

The business and property of the organization 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 organization, subject to the provisions of the Articles of Incorporation, these By-Laws and all applicable laws. Directors shall receive no compensation for their service 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 organization in a capacity other than as a Director or Member of this organization.

#### Section 2: Number

The Board of Directors shall consist of eleven (11) Members – four (4) officers and seven (7) at-large members. No less than 60% (7 members) of the Board of Directors must be comprised of residents of the NLNA.

#### Section 3: Terms

The first year these By-Laws are in effect, 2001, six (6) Directors shall be elected to two-year terms – the four (4) officers and two (2) at-large directors, and five (5) shall be elected to serve until the next annual meeting. Thereafter, all Directors shall serve for a term of two (2) years. Six (6) directors shall be elected in each even-numbered year, and five (5) shall be elected in each odd-numbered year.

#### Section 4: Qualifications and Election

Any person who meets the requirements for general Membership as stated in Article Three shall be eligible to serve on the Board of Directors. All Directors shall be elected at the NLNA annual meeting referenced in Article 4, section 1 of these Bylaws.

#### Section 5: Tenure of Office and Removal

Any director may be removed from the Board, with or without cause, at any time prior to the expiration of his or her term by affirmative vote of two-thirds (2/3) of the entire Board of Directors at a regular meeting. Any vacancy occurring on the Board shall be filled by the Board of Directors through the affirmative vote of two-thirds (2/3) of remaining Board members. Such an appointment will endure for the terms of the seat replaced.

#### Section 6: Resignation

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 Six: Meetings of the Board**

#### Section 1: Regular Meetings

The Board of Directors shall hold monthly meetings at 7 p.m. on the last Wednesday of each month, unless a rescheduled date has been established and notice is given not less than seven (7) days before the meeting, excluding the day of the meeting, to all Directors. These meetings shall be held at such a place as determined by the board or the executive committee thereof. All meetings of the board and any committees thereof 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 2: Special Meetings

Special meetings may be called by the Chair 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 by mail, telephone or personal contact. Notice of special meetings 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 before the meeting to all Directors.

#### Section 4: Quorum

A majority of the number of Board of Directors' seats which are not vacant shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of directors present at such meeting shall be the act of the Board, except where otherwise provided by statute of these Bylaws. If a quorum is present when a duly called meeting is convened, the directors present may continue to meet until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum. However, directors may not conduct any voting business without a quorum present. No Member of the board may give a proxy for

himself or herself or vote by proxy. If a quorum is not present, a majority of the Directors present may adjourn the meeting from time to time without further notice.

## **Article Seven: Officers of the Board**

### **Section 1: Officers**

The officers of the NLNA shall consist of the President, the Vice President, the Secretary, the 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 By-Laws, the Board of Directors shall fix the powers and duties of all officers.

### **Section 2: Method of Selection**

Each officer of the board shall be nominated and elected by a quorum of the board. The Board shall elect officers annually, within one month of the election of directors at the annual meeting. The term of each office shall be one year.

### **Section 3: Removal**

Any officer may be removed from his or her office, with or without cause, by a two-thirds vote of the entire board of directors. Any office vacancy shall be filled by the Board of Directors through the method of selection as enumerated in Article 5, Section 5. Such an appointment will endure for the terms of the seat replaced.

### **Section 4: President**

The President shall have the authority of general management of the business of the organization. He or she shall preside or delegate such authority at all meetings of the Board of Directors. He or she shall be the chief executive officer of the organization, and shall see that all orders and resolutions of the board are carried into effect. He or she shall be a Member ex-officio of all committees. He or she shall be considered the president of the organization for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the organization under that title. The President 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 President shall perform all duties usually incident to that office and such other duties as the board may prescribe.

### **Section 5: Vice President**

The Vice President shall have such powers and perform such duties as may be specified in these By-Laws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, the Vice President shall succeed to his or her power and duties.

### **Section 6: Secretary**

The Secretary shall be secretary of the meetings of the Board of Directors and shall record all proceedings of the meetings to Directors. He or she shall sign and execute such documents as may be necessary to the transaction of business by the organization.

He or she shall perform such other duties as may from time to time be prescribed by the board or by the President.

#### Section 7: Treasurer

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

### **Article Eight: Committees**

The board 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. The Executive Committee, which shall consist of the officers of the board shall be a standing committee.

### **Article Nine: Staff**

The board shall have power to employ and dismiss the staff persons that it deems necessary and prudent to run the day-to-day operations of the organization. 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 to do so.

### **Article Ten: Seal, Books and Records, Audit, Fiscal Year, Offices**

#### Section 1: Seal

There shall be no corporate seal.

#### Section 2: Records

The board shall keep or cause to be kept: (1) complete books of account; (2) minutes of meetings of the Board; (3) minutes of all committee meetings; and, (4) such additional records and books of account as the Board deems necessary for the conduct of the activities of the organization. A chronicle of all media publications relating to the organizations, and any items that may be of historical value shall also be maintained. These records shall be kept by the Board President and shall be open to inspection.

### Section 3: Fiscal Year

The organization's fiscal year shall run from January through December.

### Section 4: Mailing Address

The organization's mailing address shall be located at the NLNA's consultant accounting office.

## **Article Eleven: Contracts, Loans, Checks, Deposits**

### Section 1: Authority to Execute Contracts

The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instruments in the name of and on behalf of the organization, and such authority may be general or confined to specific instances.

### Section 2: Loans

No loans shall be contracted on behalf of the organization, and no evidence of indebtedness shall be issued in its name unless authorized by a unanimous resolution adopted by the Board.

### Section 3: Authority for Payment

All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the organization shall be signed by such officer or officers, agent or agents, of the organization, and in such a manner as shall from time to time be determined by resolution of the board.

### Section 4: Depositories

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

## **Article Twelve: Indemnification**

The organization, acting through its Board of Directors, or as otherwise provided in these By-Laws, shall as may be permitted from time to time by the statutes and law of the State of Minnesota or by any other applicable rules or principles of law, indemnify each officer and Director of the organization against the expense of any action to which he or she was or is a party or is threatened to be made a party thereof by reason of the fact that he or she is or was a Director or officer of the organization. Any provision in these By-Laws 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 Thirteen: 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 by the organization 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, or sister) of the beneficiary of any action of the organization.

### **Article Fourteen: Complaints**

Any complaint against the organization 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 business days of their meeting.

### **Article Fifteen: Amendments**

#### **Section 1: Amendments by the Board**

The Board of Directors shall have the power to amend these By-Laws and the Articles of the organization. Subject to the restrictions imposed by statute, the Board may amend the articles and By-Laws by adopting a resolution setting forth the amendment, and providing written notice of the proposed amendments at least fifteen (15) calendar days prior to a duly called meeting of the Board. Amendments acted upon by the board shall require an affirmative vote of two-thirds (2/3) of the board at a duly constituted Board meeting.

#### **Section 2: Amendments by Membership**

The Membership shall have the power to amend these By-Laws. A resolution to amend these By-Laws may be proposed by the Membership by obtaining a petition setting forth the proposed amendment to which twenty-five (25) signatures of NLNA residents are affixed. The petition must be submitted to the Secretary of the Board at least fourteen (14) days before the meeting of the Membership at which the proposed amendment is to be considered. The Membership may approve the amendment by a majority affirmative vote at a duly constituted meeting.