

## **BYLAWS OF**

## **HARRISON NEIGHBORHOOD ASSOCIATION INC.**

### **ARTICLE I: NAME AND OFFICE**

The name of this organization will be the Harrison Neighborhood Association (“HNA”).

The registered office of the Association, at which the general business of the Association shall be transacted and where the records of the Association shall be kept, shall be at a place in the State of Minnesota fixed from the time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board, the registered office shall be at:

1501 Glenwood Ave Suite A Minneapolis MN 55405

### **ARTICLE II: PURPOSE**

This corporation is not operated for profit. The Corporation is organized under Minnesota statutes Chapter 317A and elects to also be governed by the statutory provisions governing "neighborhood organizations" as described in Minn. Stat. 317A.435. The Corporation operates for the nonprofit purposes specifically described in the Articles of Incorporation. All changes

to the Corporation's purpose are governed by changes to that document.

### **ARTICLE III: NEIGHBORHOOD BOUNDARIES**

The HNA boundaries will be:

East – Lyndale Avenue south of Glenwood Avenue and Girard Terrace north of Glenwood Avenue.

North – Highway 55 west of Girard Terrace and Glenwood Avenue east of Girard Terrace.

South – Bassett's Creek and the tracks (B.N.) from Colfax to Lyndale.

West – Bassett's Creek.

### **ARTICLE IV: MEMBERSHIP**

- A. Any citizen of voting age, who resides in or owns a business or property in the area defined in Article II, and can prove residency/employment in accordance with the requirements pursuant to Minn. Stat. §317A.441 (b) (2015)[1], may have membership in the Association. No member shall have a vested right in the term of his or her membership. Membership is not transferable or assignable. No member may vouch for more than three individuals for membership purposes.

- B. Interest in Property – The members of HNA shall not have any right, title or interest in the real or personal property of HNA.
- C. Rights of Members – The members of the Association shall have such rights conferred by the Minnesota Nonprofit Corporation Act. Each member shall have one (1) vote.
- D. Membership Dues – The organization does not charge dues. Voluntary donations to support the Corporation and its activities are encouraged.
- E. Membership Termination – All member rights, privileges, and benefits will cease in the event of death or termination of eligibility of the member.
- F. Member Grievance Procedure – Any voting member may file a formal grievance with the Corporation. The process for filing a grievance is set forth in the Corporation's Grievance Policy and Procedure a copy of which is available on the organization's website.

## **ARTICLE V: HNA BOARD OF DIRECTORS**

- A. General Powers – The directors of HNA shall constitute its governing Board of Directors (the “Board”) and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, these Bylaws, and the Minnesota Nonprofit Corporation Act, as now enacted or hereinafter amended. Board membership shall be limited to

individuals who qualify as HNA members pursuant to Article IV.

- B. Board of Directors - The Board shall be comprised of the HNA Officers, the Neighborhood Representatives, and the At Large Members.
- C. Financial Reporting/Review – Prior to the Annual General Meeting the Board may choose to have an audit of the financial records of the HNA and prepare a report for presentation at the Annual General Meeting. In lieu of an audit, a financial review must take place for presentation at the Annual General Meeting. The Board shall review and receive financial reports.
- D. Special Appointments – The Board shall have the authority to appoint and nominate members of HNA to perform tasks on behalf of HNA. The Board shall, in its sole discretion, have the authority to remove or reappoint such individuals annually from positions to which they are appointed.
- E. Compensation – The Board members shall not receive compensation for performance of normal board duties and responsibilities.
- F. The board shall not consist solely of any one gender or race, and shall strive to represent the diverse members of the neighborhood.

## **ARTICLE VI: NEIGHBORHOOD REPRESENTATIVES**

A. HNA shall have two Neighborhood Representatives on the Board for each area. Each Neighborhood Representative shall serve a one-year term. These representatives may serve consecutive terms, up to three consecutive terms.

1. Area 1 – See Attached Map

Area 2 – See Attached Map

Area 3 – See Attached Map

Area 4 – See Attached Map

Area 5 – See Attached Map

Area 6 – See Attached Map

2. Area 6 is temporarily expanded to cover the unincorporated area east of Fremont/Van White Blvd east to Lyndale Ave (per the 2015 map) until any redistricting changes are approved by the board.

3. Area boundaries may be set by the board and adjusted as needed to ensure even representation of the neighborhood's population.

B. Qualifications – The Neighborhood Representatives shall be:

4. A resident of the area which they represent.

5. Elected by a majority of members from their area at the Annual Membership Election.

C. The duties of the Neighborhood Representatives include:

6. Assisting in annual membership drives and board/membership recruiting.
7. Identifying concerns, problems and opinions of residents of each area and bringing same to the HNA Board.
8. Communicating with the residents in their area about their concerns and participation in the activities of HNA.

#### D. Resignations and Termination

9. Any Neighborhood Representative will automatically vacate their seat following their third absence from regular Board meetings in a 12-month period. After the second recorded absence, a member will be reminded in writing of the attendance requirements. At the meeting at which the third absence is recorded, the seat will remain vacant until the next area meeting.
10. If any Neighborhood Representative resigns or becomes ineligible for membership during their term of office, or is removed by the Board with good cause after having been given an opportunity to respond thereto at a regular meeting, the seat shall remain vacant until the next Annual Meeting.

### **ARTICLE VII: At-Large Members**

A. HNA shall have two At-Large members. These members may serve consecutive terms, up to five consecutive terms. At-Large Members terms shall be one year.

B. Qualifications – The At-Large members shall be:

11. A business owner/manager, or non-resident property owner in the Harrison Neighborhood.
12. Elected by a majority of Board Members at the first Board Meeting after the Annual Membership Election.

C. The duties of the At-Large Members include:

13. Assisting in annual membership drives and board/membership recruiting.
14. Identifying concerns, problems and opinions of business and property owners of the Harrison Neighborhood.
15. Communicating with the members, including business and property owners, about their concerns and the activities of HNA.

D. Resignations and Termination

16. Any At-Large Member will automatically vacate their seat following their third absence from regular Board meetings in a 12-month period. After the second recorded absence, the member shall be reminded in writing of the attendance requirement. At the meeting

at which the third absence is recorded, the seat will remain vacant until the next annual meeting.

17. If any At-Large Member resigns or becomes ineligible for membership during their term of office, or is removed by the Board with good cause after having been given an opportunity to respond thereto at a regular meeting. The seat will remain vacant until the next annual meeting.

## **ARTICLE VIII: Officers**

- A. Executive Committee – The Executive Committee shall consist of the HNA officers.
- B. Qualifications - the Executive Committee officers shall be:
  1. Residents of the Harrison neighborhood; and
  2. At least 18 years of age.
- C. Election/Term – Election of the President-elect shall take place at the Annual Membership Election upon a majority vote of the members. The positions of Secretary and Treasurer shall be assumed as additional duties by Neighborhood Representatives appointed by a vote of the Board Members at the June meeting.
- D. Each officer shall hold office for one (1) year, except pursuant to Article VIII, Section E.



E. The President-elect shall serve for two years, the first year as President-elect and the second as President.

F. No person shall serve more than three consecutive terms on the HNA executive committee.

G. President and President-elect shall assume office on the first day of the next month following their election.

#### H. Duties of Officers

18. President – The President shall:

- a. Assume responsibility for ensuring that all general membership and Board meetings are facilitated in a productive, efficient manner.
- b. Sign, with the Treasurer, all notes, deeds and conveyances of real estate, as well as all necessary funding proposals and acceptances of funding when necessary.
- c. Be responsible for review of major outgoing correspondence, including the newsletter representing the organization to ensure conformity with organization purpose and goals.
- d. Serve as chairperson of the Personnel Review Committee of management of the organization; and supervise and direct the Executive Director of the organization in conjunction with the Executive Committee.

- e. Submit, at the Annual Membership Meeting, a report of the activities and accomplishments of the HNA during the preceding year.

19. President-elect – The President-elect shall:

- f. Perform the duties of the President in the absence of the President and to perform other duties as the Board of Directors or President may prescribe.
- g. Recruit officers for the next election.
- h. The President-elect shall serve for two years; the first as the President-elect, the second as the President.

20. Secretary – The Secretary shall:

- a. Be responsible for the minutes, including, but not limited to, recording and maintaining an archive of meeting minutes, of all HNA Board meetings and the Annual General Membership Meeting.
- b. Be responsible for the correspondence of the Board.
- c. Maintain a file of the correspondence, reports, records of HNA, the Board meetings, committees, and any task forces of the HNA.

- d. The Secretary will take attendance at the start of Board Meetings and maintain an official attendance record.

21. Treasurer – The Treasurer shall:

- a. Be responsible for contributions and all receipts of the HNA, disbursement for all expenditures and the keeping of all financial reports.
- b. Prepare a recommended budget each spring for the following year, to be reviewed, amended and approved by the board and presented at the Annual General Membership Meeting.
- c. Prepare an evaluation and presentation of the previous year's financial records to the Annual General Meeting.
- d. Present to the Board an audit or a review of the HNA finances prepared in advance of the Annual General Meeting.

I. Resignations and Terminations

- 22. If any officer of HNA resigns or becomes ineligible for membership during their term of office, or is removed by the Board with good cause after having been given an opportunity to respond thereto at a regular meeting, the Board shall be authorized to appoint a successor to fill the term.

23. Any officer will automatically vacate their seat following their third absence from regular Board meetings in a 12-month period. After the second recorded absence, the officer shall be reminded in writing of the attendance requirement. At the meeting at which the third absence is recorded, the board shall appoint a successor for the remainder of the term.

## **ARTICLE IX: ELECTIONS**

- A. Elections shall be for the purposes of electing Neighborhood Representatives and the President-elect.
- B. The election shall commence at the Annual Membership Meeting and remain open for five days, closing at Noon on the fifth day. The results shall be tabulated and announced that same day.
- C. Each Area shall elect two (2) representatives.
- D. Members shall vote for the President-Elect and their respective Neighborhood Representatives based on the area they reside in. Non-Resident Members and Business Owners/Managers may vote for President-elect and Neighborhood Representatives for the area in which their business or property is located - if a member has stake in multiple areas, they must select only one area to vote for Neighborhood Representative.

F. Candidates for open board seats may be identified up through and including the day of the annual meeting. The board will not endorse candidates.

G. Eligible voting members that check in to a meeting where Directors will be elected may vote for candidates, including any nominations from the floor (offered with consent of the nominee). Those candidates receiving the highest number of votes will be elected.

H. Annual Meeting Election Process: The election process will be fair and open.

I. Candidate Search: The Board will publish a call for candidates in the notice of the meeting. The board will strive to recruit a number of candidates that meets or exceeds the number of vacant seats. Candidates may be identified up through and including the day of the annual meeting. The board will not endorse candidates.

J. The eligibility of elected candidates will be confirmed within one week following the close of voting. Outgoing Directors retain their duties until New Directors assume their office at the next scheduled Board meeting. In the event a successful candidate is deemed ineligible, the candidate with the next highest votes will be seated instead.

## **ARTICLE X: MEETINGS**

A. Annual General Membership Meeting

1. The Annual General Membership Meeting shall be held at a location within the HNA boundaries within 5 (five) months after the close of the fiscal year, on such date and time as the Board of Directors shall select in each year.
2. Public notice of each General Membership Meeting will be given at least 21 days prior to the meeting.
3. Annual General Membership Meeting is open to any person wishing to attend. Voting rights are open to those meeting the criteria of ARTICLE IV, Section A.
4. Notice of any General Membership Meeting shall be given to all Members by the Secretary (or a designee) of HNA by announcement in a mailed postcard, HNA newsletter, and electronic communications (including the HNA website and social media).
5. Record Date and Membership Roster – As required by state law, the record date for determining who are the voting members of the Corporation at the time of a voting members meeting will be the day of the meeting. Meaning, eligibility to vote may be determined on the day of any meeting where a member vote will occur, and pre-registration is not required to participate.

6. Member Meeting Quorum – A quorum of the members is 25 of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with at least 5 days' written notice provided prior to the new date.
  
7. Participation by Remote Communication – Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, the Corporation will implement reasonable measures to: a. Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a voting member; and, b. The method of remote communication must provide each member with a reasonable opportunity to participate in the meeting, in real time with the other participants, as required by state law. c. Voting conducted via remote participation may be conducted online through a third-party service to allow for more inclusive participation.
  
8. Member Voting – All issues to be voted upon will be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise specified in these Bylaws or by resolution of the Board. All eligible voters may cast one vote. Voting by proxy is not permitted. The following

decisions in all cases require approval of the voting membership: Election of Directors.

9. Member Meeting Procedures – All questions of order with respect to any member meeting will be resolved in an orderly manner that is in accordance with the most recent condensed version of Robert's Rules of Order.

## B. Special Membership Meetings

The President shall cause a special meeting of the organization to be called upon a written request of at least 25 HNA members, or upon a majority vote of the Board. The notice of the time, place and purpose of such special meeting shall be issued within ten (10) days from and after the presentation of such petition, and such special meeting shall be held within thirty days from and after the date of presenting such petition. No business shall be considered at such meeting except as may be mentioned in the call and included in the notice of the meeting.

## B. HNA Board Meetings

1. The Board shall have the power to set the time, date, and place of the regular monthly meetings.
2. The Board shall have at least 11 regular monthly meetings each year. The Board and members shall be notified of all Board meetings.



3. All Board Meetings are open to any member wishing to attend, except when a closed session is required for consideration of legal issues, personnel issues, etc. The public version of meeting minutes from a closed session will indicate that the board went into a closed session. The Corporation will maintain a record of any business decision made in a closed session.
  4. Only Board members are entitled to vote.
  5. Quorum will consist of 50% plus one (1) of the Board of Directors in attendance at the time the meeting is called to order, at least two of whom must be Officers, and comprising no less than six (6) total people.
  6. When a quorum is not present, the Board may choose to operate as a committee of the Whole as defined by Roberts Rules of Order with actions being reviewed and approved at the next full Board meeting.
  7. Board meetings will operate with parliamentary procedure as outlined in the most recent condensed version of Robert's Rules of Order.
- C. Special Directors Meetings – Special meetings of the Board may be called by the President or by a majority of Board Members. Each member of the Board shall be duly notified of all such meetings.

## **ARTICLE XI: PUBLIC RELATIONS**

No position, financial commitment, statement, programs, or solicitation shall be made in the name of the Association unless approved by a majority vote of the Board.

A. Designation of Executive Officers, Employees, & Independent Contractors - The Board of Directors may select an Executive Director. The Executive Director has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director may not serve as a voting member of the Board of Directors.

B. Compensation - The Corporation may pay compensation to the Executive Director, other hired officers, employees, and other independent contractors for services rendered. The amount and frequency of payments must be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

C. Checks, Drafts, Petty Cash Fund - The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for the Corporation.

D. Volunteers - The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. The Corporation may maintain insurance policies to cover those serving as volunteers.

## **ARTICLE XII: INDEMNIFICATION**

HNA shall indemnify each person who is or has been a director, officer or employee of HNA, and each person who is serving or who has served at the request of HNA as a Board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her to the fullest extent of his or her right to indemnity under current Minnesota Corporation Law.

## **ARTICLE XIII: COMPENSATION**

Board members shall not be compensated and shall sign and adhere strictly to the Conflict of Interest Policy of HNA.

## **ARTICLE XIV: MISCELLANEOUS**

- A. Fiscal Year – The fiscal year of this association shall begin on the first day of January and close on the last day of December of each year.
- B. Dissolution – HNA may be dissolved in the manner as provided by law in the Articles of Incorporation.
- C. Amendments – The HNA Bylaws may be amended, repealed or altered, in whole or in part as provided by law,

by a majority vote of members voting at the Annual General Election or at any special meeting when such action has been duly announced in the call of the special meeting. The proposed amendment must be presented by the Board to the Annual General Meeting attendees with proper notice (as stated in meeting notice).

- D. Authority to borrow, encumber assets – No Board member, officer, agent or employee of HNA shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.
- E. Deposit of funds – All funds of HNA shall be deposited from time to time to the credit of HNA in such banks, trust companies or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board from time to time.
- F. Applicable Law – HNA was formed under and pursuant to the provisions of Chapter 317A of the Minnesota Statutes. All references in these Bylaws to Chapter 317A shall mean and include such chapter as currently enacted or hereafter amended.

## **ARTICLE XV: COMPLAINTS**

Any complaint against HNA shall be made in writing, shall include the address and signature of the complainant and shall be submitted to the Officers of the Board of Directors. The Board must consider the complaint and must decide whether action should be taken, and if so what action, within thirty (30) days of receiving the complaint.

The Board must mail a written response to the complainant explaining actions to be taken, if any, regarding the complaint and why. This response will be mailed within thirty (30) days of its meeting to consider the complaint. The Board will have available a copy of the complaint and the Board's response to it available at the next general membership meeting.

## **ARTICLE XVI: ACKNOWLEDGEMENT**

In the event of conflict between these bylaws and existing policy and procedure documents, these bylaws shall prevail.

The undersigned officer of the Association does hereby certify that the foregoing Bylaws were adopted as the complete Bylaws of the Association by its members on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.