

**AMENDED AND RESTATED
BYLAWS OF THE
LINDEN HILLS NEIGHBORHOOD COUNCIL**

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Linden Hills Neighborhood Council. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 — Purpose: Linden Hills Neighborhood Council is organized exclusively for charitable and educational purposes.

The purposes of this corporation are to:

- Increase community involvement.
- Be a voice in civic affairs affecting our community.
 - Promote social, cultural, recreational, and educational opportunities in the area.

ARTICLE II — MEMBERSHIP

Section 1 — Eligibility for membership: General membership shall consist of individuals of legal voting age who can provide some form of verification of residing in the Linden Hills Neighborhood. The Linden Hills Neighborhood shall be defined as that general area bounded by: (1) West 36th Street and Bde Maka Ska on the north, 2) Lake Harriet on the east, 3) West 47th Street on the south, and 4) France Avenue on the west.

Section 2 — Rights of members: An individual who becomes a general member shall remain a general member until the next annual meeting of the general membership of the corporation at which time, or any time thereafter, they may renew their membership in the manner provided in eligibility. Pursuant to Minnesota Statutes Section 317A.439, sub'd. 6, the organization is not required to prepare a membership list.

ARTICLE III — MEETINGS OF THE MEMBERS

Section 1— Regular & Annual Meetings: There shall be a meeting of the general membership at least once per year held during the fourth quarter designated as the annual meeting of the general membership of the corporation at which time election of individuals from the general membership to the Board of Directors shall occur. All meetings of the general membership shall be open to the public.

Section 2 — Order: Roberts Rules of Order (revised) shall govern general meetings where they are not in conflict with the Articles of Organization or rules adopted by the membership and the Board.

Section 3 — Special Meetings: There may be special meetings of the general membership as called by the Board of Directors. A special meeting of the general membership may be called by a petition of no fewer than twenty-five general members. This petition must be presented to the Board of Directors at any monthly Board of Directors meeting. The Board of Directors shall promptly call the special meeting of the general membership.

Section 4 — Notice of Meetings: A notice containing the agenda of any meeting of the general membership shall be made available to the public at the Linden Hills Park building, the Linden Hills

E-Newsletter, and the LHiNC website (www.linden hills.org) at least three (3) days prior to the meeting, except that the date of the Annual Meeting will be made available in the same manner at least thirty (30) days prior to the meeting and that the list of candidates appearing on the ballot for the Board election at the Annual Meeting be posted in the same manner no less than five (5) days prior to the election. Whenever possible, relative to publication deadlines, notices will be made in a timely manner in the Linden Hills Line Newsletter.

Section 5 — Quorum for Meeting of the Members: At the annual meeting of the general membership, nineteen members present and voting constitute a quorum. At any special meeting of the general membership called by the Board of Directors, nineteen members present and voting constitute a quorum.

ARTICLE IV - BOARD OF DIRECTORS

Section 1 — Board role and size: The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The powers of the Board of Directors shall be those powers usually consistent with the operation of an organization including but not limited to the filling of vacancies among its committees, management of fiscal affairs, the deliberation of issues and establishment of organization positions through communication with the membership, the dissemination and implementation of such positions, appointment of special representatives of the organization, development of operational guidelines, and such other activities as it may desire which are not inconsistent with these Bylaws. The Board of Directors shall consist of up to fifteen individuals, each of whom shall qualify as a general member of this corporation. Board members who have served 6 or more consecutive years on the board can make up no more than 25% of the board. Any general member who runs for the Board shall acknowledge, in writing, that they have read the General Board of Directors Responsibilities and Expectations prior to election day.

Section 2 — Terms: The Board of Directors shall be elected for two-year terms or until their successors are elected, whichever is later, by a vote of general members at the annual meeting of the general membership. The candidates for the Board of Directors receiving the most votes shall be elected, in accordance with the number of vacancies. Board Members are elected to two-year terms, with eight seats up for election in even numbered years and the remaining seven up for election in odd numbered years.

Section 3 — Board elections:

- a. Nominations for Board of Directors openings will be accepted via email or at the Linden Hills Neighborhood Center. Nominations must be received at least seven (7) days prior to the General Meeting for that named member to be included as a candidate for the Board of Directors on the pre-printed ballots.
- b. Voting for election of the Board of Directors shall be limited to general members, as defined in Article II.
- c. There is one vote per general member at meetings of the general membership.
- d. Election of Board Members shall be made by written and electronic ballot with the names of the candidates pre-printed in alphabetical order by last name and indicated whether each is an incumbent or not. Online and mail-in ballots will be accepted beginning at the start of the Annual Meeting and ending exactly seven (7) days after that date and time.
- e. Each voting member may vote for up to the number of current vacancies, as defined by Article IV, Section 2.
- f. Voting by proxy shall not be allowed.
- g. Evidence of membership must be supplied by persons voting by filling in contact information on the pre-printed ballot, including a valid residential address within Linden Hills, as

described in Article II, Section 1 of the Bylaws.

- h. Absentee/Mail-in ballots, identical to the regular ballots, will be made available at the Linden Hills Neighborhood Center and printable from the website (www.lindenhills.org) no fewer than one (1) day prior to the election. The completed ballots will be accepted at the Linden Hills Recreation Center (add address) or via mail to LHiNC's published address. Ballots must be postmarked within seven days of the Annual Meeting to be counted.
- i. Adequate space for write-in candidate votes shall be provided on all forms of ballots used.
- j. Efforts will be made to set the date of the General Meeting in a manner to avoid conflict with other events, holidays, or other factors which may reduce attendance and participation by members.

Section 4 — Meetings and notice: The Board of Directors shall meet monthly and/or in special meetings as designated by the Board of Directors. All members of the Board of Directors shall be notified of the date, time and place of all Board of Directors meetings by email, phone or mail at least three (3) days in advance. All monthly Board of Directors meetings shall be open to the public, with a location, date and time of the meeting posted at least ten (10) days in advance and a proposed agenda posted at least one (1) day in advance at the Linden Hills Neighborhood Center and on the website at www.lindenhills.org. To the extent permitted by state law, meetings of the Board of Directors may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all Directors in attendance to participate contemporaneously in the meeting.

Section 5 — Special meetings: All special meetings of the Board of Directors are open to the public, with the purpose, location, date and time of the meeting posted at least seven (7) days in advance at the Linden Hills Neighborhood Center and on the website at www.lindenhills.org. Any special meeting may be called by the Chair or by written consent of 25% of the Directors. The purpose or purposes of the special meeting, and the matter(s) under consideration, shall be clearly stated and shall be the only matter or matters considered, deliberated, or acted upon at the special meeting. Section 6 (Quorum) and Section 7 (Voting) shall apply to any special meeting. Any Director may challenge the purpose, timing or notice requirements for a special meeting at the time of the meeting or any time before its adjournment.

Section 6 — Quorum for Meetings of the Board of Directors: At any meeting, regular or special, of the Board of Directors, a majority of current members of the Board of Directors, one of which must be an officer, shall constitute a quorum. Without a quorum, no business may be undertaken or voted upon.

Section 7 — Voting: Voting at monthly Board of Directors meetings and at special meetings of the Board shall be limited to members of the Board. Each member of the Board of Directors shall have one vote. Unless otherwise required by the Articles or these Bylaws, if a Quorum exists at any monthly or regular meeting or a special meeting, a simple majority of the Directors present at the meeting or special meeting shall be sufficient to pass any motion or measure properly before the Board.

Section 8 — Order: Roberts Rules of Order (revised) shall govern Board meetings where they are not in conflict with the Articles of Organization or rules adopted by the membership and the Board.

Section 9 — Vacancies: Vacancies occurring between annual general-membership meetings may be filled by either special election or by appointment as prescribed by the Board of Directors.

Section 10 — Resignation, termination and absences: Any Board Member may resign in writing. Any Board Member may be terminated from the Board after missing three meetings per year, by special

vote of the Board of Directors. An affirmative vote of 2/3rds (excluding the Board Member whose membership is being considered) of the then existing Board shall be required to remove any Board Member. For purposes of clarification and the avoidance of any doubt, there are 13 existing Board Members (out of the 15 authorized by these Bylaws), an affirmative vote of 8 Board Members shall be required to remove a sitting Board Member. Any individual member of the Board of Directors may succeed herself/himself if re-elected.

Section 11 — Requirements: Each Board Member shall serve on one or more standing committees, the number being determined by resolution of the Board of Directors from time to time. In addition, each Board Member shall serve in the planning and Sunday activities of the Linden Hills Festival and the planning and activity of the Taste of Linden Hills.

Section 12 — Closed Meetings: Notwithstanding any provision to the contrary, the Board of Directors may close to the public any meeting or portion of a meeting of the Board of Directors which involve one or more of the following reasons: the Board of Directors will receive attorney/client privileged information; or the Board of Directors will discuss, review, or consider an employee's performance or similar information. The action to close a meeting shall be by motion made, seconded and passed, which motion shall state the reason or reasons upon which it is based. Any final action of the Board of Directors made during a meeting or portion of a meeting closed to the public shall be made public as part of the minutes of the meeting.

Section 13 — Electronic Voting: Electronic voting is not allowed for any actions requiring approval of a vote of all the members with voting rights. However, an action required or permitted to be taken at a Board meeting may be taken if consented to by authenticated electronic communication of all of the Directors. If all of the Directors consent to an electronic vote, then the action may be taken by the same number of Directors that would be required to take the same action at a Board meeting at which all the directors are present.

Section 14 — Proxy Vote: Voting by proxy by Board Members at any regular meeting, special meeting, or electronic vote, shall not be authorized.

ARTICLE V – OFFICERS

Section 1 — Officers and Duties: Officers of the Board shall consist of the Chair and Vice-Chair (or Co Chairs), Secretary and Treasurer. Officers of the Board shall be elected to one-year terms or until their successors are elected, whichever is later, by a majority vote of the Board of Directors the first Board meeting following the annual general membership meeting. The Officers, and their duties, are as follows:

a. Chair. The Chair shall set the agenda and preside at all meetings of the organization, appoint committee chairs, and act as official spokesperson of the organization and the Board, and such other duties as the Board may prescribe.

b. Vice-Chair or Co-Chair. The Vice-Chair or Co-Chair shall perform the duties of the Chair in the event the Chair is not able to do so or to the extent that such duties have been

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delegated by the Chair to the Vice-Chair or Co-Chair, and to perform other duties as the Board of Directors may prescribe.

c. Secretary. The Secretary shall cause the minutes of each meeting to be recorded, to notify Board Members of Special Board meetings, assist in the preparation of letters and reports of the

organization, and conduct the following:

- Distribute minutes to Board Members and others that request them.
- Ensure minutes get signed by Secretary and Board Chair or a Co-Chair. • Maintain the Board copy of signed minutes and sign-in sheets for the current year. • Move older minutes, following audit, to the library special collections as long as copies or computer versions are available for LHiNC's reference.
- Update LHiNC roster and committee rosters at the start of each year and as necessary, and distribute to Board Members and committee chairs. Distribution should be by hardcopy and by e-mail.
- Produce and make sure LHiNC and committee chairs have "no guns allowed at LHiNC meetings" signs.
- Keep LHiNC's Articles of Incorporation. File any changes in the document with the Secretary of State.
- Renew LHiNC's incorporation annually, before December 31, with the Secretary of State.
- Complete correspondence from the Board on all non-NRP related matters. • Provide minutes, articles, proof of incorporation, and roster for audit/annual review (Attendance at audit is strongly recommended).
- Transfer all LHiNC files (including, but not limited to, minutes, rosters, state filings, agendas, and sign-in sheets) to next Secretary when term is complete.
- Note which Board Members are up for election each year.

d. Treasurer. The Treasurer shall keep and record the financial transactions of the organization and conduct the following:

- Oversee the LHiNC and NRP budgets.
- Submit an annual budget for LHiNC and NRP monies, approved by the Finance Committee, at the July Board meeting.
- In conjunction with the bookkeeper, maintain financial records of the LHiNC and NRP funds.
- Present a financial report at each Board meeting. The monthly report shall include any nonoperations, income and expenses, as well as clarification of any income or expenses not self-evident.
- Announce any upcoming audits and invite Board Members to attend.
- Ensure that Directors and Operators insurance and Liability insurance are renewed annually.
- Chair the Finance Committee.

ARTICLE VI – CODE OF CONDUCT; CONFLICT OF INTEREST

Section 1 – Code of Conduct: The conduct and behavior of LHiNC's Board of Directors sets the tone for discourse and interaction within, as well as outside, the meetings of the members, the Board and the Committees. Directors recognize that the opinions of Board Members at public meetings can be misperceived as representing the official positions of LHiNC. Board Members, therefore, agree to act in accordance with the following rules of conduct when they accept a position on the LHiNC Board.

- Respect the efforts, positions, and decisions of the Board.
- Clearly identify who you are representing in meetings, and when discussing LHiNC affairs.

- Personal opinions must be clearly identified as such when shared with others.

Board Members must conduct themselves in an ethical, responsible and accountable manner while involved in any LHiNC related business.

Without express authorization by the Board of Directors, no committee has authority to speak for Linden Hills Neighborhood Council, to hold itself out as representing Linden Hills Neighborhood Council, to adopt any public position in the name of Linden Hills Neighborhood Council or in the name of the committee, or to enter into any contract or to incur any financial liability in the name of Linden Hills Neighborhood Council or in the name of the committee.

Section 2 - Conflict of Interest: Any conflict of interest by any Board Member must be fully disclosed or known to the Board of Directors prior to any approval of any action. A conflict of interest exists where any Board Member, or any organization or entity that the Board Member has a relationship or interest in, or any family member, or relative of the Board Member, has a financial or otherwise material interest in any contract, undertaking, or position that comes before the Board on a vote. Prior to any such vote or undertaking, a Board Member shall fully disclose and describe the conflict of interest and disqualify themselves from any vote on the matter. A disqualified member may also not be counted for purposes of determining a quorum on that particular vote.

Notwithstanding anything to the contrary, a Board Member, after full and fair disclosure of a conflict of interest, may speak to the merits of the contracts, transactions, or other undertaking and express an opinion, one way or the other, on a pending vote by the Board.

All members of the Board of Directors must sign, at the beginning of each term, and abide by the LHiNC Conflict of Interest Policy Statement.

ARTICLE VII — COMMITTEES

Section 1— Committee formation: The Board of Directors may establish and appoint standing committees as are needed to conduct the affairs of the organization. Each standing committee shall have a chairperson that shall be a member of the Board. The Chair shall appoint each committee chair and, in their discretion, may remove a committee chair. The Chair, with the approval of the Board, may establish and appoint temporary committees as needed to conduct the affairs of the organization. Each temporary committee shall be evaluated each year by the Board of Directors to determine its continuance.

Section 2 — Function and authority: The function, authority and membership of any committee formed by Linden Hills Neighborhood Council shall be as provided and limited in these Bylaws except when specific functions, powers, membership or duties have been delegated or prescribed by a resolution adopted by the Board of Directors.

Section 3 — Committee duties: The duties of each standing committee shall be as determined by the Board of Directors from time to time. Every committee shall investigate the subject assigned to it, shall attempt to arrive at recommendations and shall report its findings and recommendations to the Board of Directors. Every committee shall seek, so far as possible within the limits of its function and authority, to involve broad participation in its activities by those eligible for membership in Linden Hills Neighborhood Council.

Section 4 — Committee organization and structure: The following (or any combination thereof) shall be standing committees of the Board of Directors:

Communications & Outreach
Environment & Sustainability
Finance
Housing and Zoning Events

Section 5 — Committee size: Each committee shall consist of at least two Board Members and may also consist of as many general members as may be appointed by the Board of Directors.

Section 6 — Committee membership: Any general member who demonstrates Linden Hills residency and who signs in can attend LHiNC committee meetings and vote.

Section 7 — Committee resignations: Any committee member may resign by contacting the committee chair. Any committee member shall be terminated from the committee after missing three meetings per term, except by special vote of the committee.

Section 8 — Committee Voting: Any general member attending a committee meeting may participate in discussions of committee agenda items and may vote on any matter before the committee.

Section 9 — Executive Committee: The Executive Committee shall consist of the Officers of the Board and shall meet quarterly or at such other times as determined by the Chair or Vice Chair and shall consider and recommend to the Board, among other things, grants for those applicants that apply to the Board.

ARTICLE VIII - FISCAL YEAR

The fiscal year shall be from July 1 to June 30 of any given year.

ARTICLE IX - GRIEVANCE PROCEDURE

A written complaint regarding the Linden Hills Neighborhood Council or any of its activities may be submitted to any officer and shall be considered at the next regular meeting of the Board of Directors, or no later than the second regular Board meeting following the receipt of the written complaint. The Secretary shall provide the Board's written response to the complainant within ten business days of the meeting at which the complaint is considered.

CERTIFICATION

These Amended and Restated Bylaws were approved at a meeting of the Board of Directors on October 5, 2021 by a two-thirds majority vote.