

BYLAWS

Citizens for a Loring Park Community Adopted 1996 and Last Amended March 2010

PREAMBLE

We, being residents of, owners of property in, owners of or authorized representatives of businesses in, and individuals working in the Loring Park community, being desirous of combining our efforts for the purposes of making the area where we live and do business a more desirable place in which to live, work, play and shop, do hereby ordain and establish these By-laws.

ARTICLE I - NAME

The name of this organization shall be the "Citizens for a Loring Park Community, Incorporated" (CLPC).

ARTICLE II - AREA SERVED

The CLPC will serve primarily and draw its resident membership exclusively from that area of Minneapolis known as the Loring Park Community, as currently defined by the Minneapolis City Council, with exceptions determined and/or negotiated by the CLPC Board of Directors.

ARTICLE III - PURPOSE

Section 1. General Purposes

The general purposes of the CLPC shall be to serve as a resource for improving the quality of life and promoting a sense of community in the geographic area it serves, and promote the welfare of the Loring Park Community primarily and the City of Minneapolis, Minnesota, in general.

Section 2. Specific Purposes

As a resource organization, CLPC will:

- (1) Provide opportunities for residents, owners and other interested persons to identify community needs/resources and develop and implement specific solutions;
- (2) Actively and aggressively encourage public and private investments in the Loring Park Community.
- (3) Inform residents, businesses, agencies and other interested persons about issues and proposals affecting the Community.
- (4) Provide opportunities for Community residents, other interested individuals and businesses to contribute their time and expertise to community improvement efforts.
- (5) Advocate for the needs of the Loring Park Community to public and private agencies, organizations and individuals.
- (6) Initiate specific projects that:
 - (a) respond to the social and physical needs of the Community.
 - (b) improve housing quality, availability and affordability.

Approved March 16, 2010

- (c) provide increased economic opportunities for local residents.
- (d) ensure availability of needed support services.
- (7) Monitor and evaluate the impact of programs and projects that may affect the Community.
- (8) Preserve and encourage the diversity of the community; including diversity of race, gender, ethnic origin, religious affiliation, economic status, size of family unit, and affectional preference.

ARTICLE IV - MEMBERSHIP

Section 1. Composition

The membership of the CLPC shall be open to (1) any individual residing in, owning property in or employed by community nonprofit agencies, and (2) an organizational representative of businesses, organizations and institutions within the Loring Park Community.

Section 2. Tenure

Membership shall continue as defined in Article IV, Section 1, as long as the individual remains residing, owning property or working in the Loring Park Community.

Section 3. Transfer

No member may transfer membership or rights arising therefrom.

Section 4. Meetings

All meetings of the Board of Directors and any committees of the Board shall be open to any member and the public unless designated otherwise by the committee or the Board of Directors on matters pertaining to personnel or legal issues.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The annual meeting of the organization shall be held as nearly as possible in March of each year at a time and a place set by the Board of Directors. At this time, members elect directors to the board from the floor. Reports of the activities of the corporation shall be presented by the officers to the members and other membership business transacted.

Section 2. Special Meetings

Special meetings of the members may be called at any time with at least one week public notice by the President of the Board, by the Board of Directors or upon request in writing from 10 members to the President, or in absence, to a Vice President. Such call shall state the purpose of the meeting.

Section 3. Notice

Notice of any meeting shall be given at least one week prior to each meeting utilizing public methods available to the corporation and shall specify the time, place and purpose of the meeting.

Section 4. Quorum

A quorum for the transaction of business shall consist of 15 members.

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 specified by law. Dissolution of the corporation or amendments to the by-laws requires a two-thirds (2/3) vote of the members present at a special membership meeting called for that purpose with at least one month notice. Voting is done on the basis of one person, one vote. Cumulative voting and voting by proxy, mail or telephone is not permitted.

Section 6. Rights and Privileges

A member shall have all the rights and privileges incident to Membership in the CLPC as set forth in this By-Law, and shall have all the rights and privileges granted by law to a member of a non-profit corporation organized under Chapter 317A, Minnesota Statutes.

ARTICLE VI BOARD OF DIRECTORS

Section 1. General Powers

The business and property of the corporation 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 corporation, subject to the By-Laws and all applicable laws.

Section 2. Number

The Board of Directors shall consist of no more than fifteen (15) members and no less than ten (10) members. Ten (10) members will be elected, 5 at each Annual Meeting and up to five (5) members can be appointed annually by the seated Board of Directors.

Section 3. Composition

The Board of Directors shall consist of the officers and At-Large Directors.

Section 4. Tenure

- (1) Elected Directors will take office at the first Board meeting following the annual meeting at which they were elected, and serve for two years unless otherwise removed. The terms of Elected Directors will be staggered.
- (2) Appointed Directors shall serve until the next annual meeting unless otherwise removed.

Section 5. Qualifications

Each member of the Board of Directors shall be a member of this corporation, as specified in Article IV, Section 1 of these By-laws.

Section 6. Expectations of Directors

- (1) The Board of Directors shall establish the standards and responsibilities for its members and officers. Directors and officers are expected to know these standards and responsibilities.

Section 7. Removal of Directors

- (1) Automatic Removal. Any director shall be automatically removed if they no longer qualify for membership in the Corporation as specified in Article IV, Section 1 of these By-laws

Approved March 16, 2010

- (2) Removal for Absences. At the discretion of the Board, any director shall be removed from office by a majority vote of the Board if such director has missed three (3) regularly scheduled Board meetings during any one-year term.
- (3) Other Removal by Board Action. Any director may be removed from office by a two-thirds (2/3) vote of the entire membership of the Board. The directors must receive prior notification of such action and the right to be heard.

Section 8. Resignation

Any director of the CLPC may resign at any time by giving written notice to the President or to the Secretary of the CLPC. The resignation of any director shall take effect at the time, if any, specified therein or, if no time is specified therein, upon receipt thereof by the officer of the CLPC to whom such written notice is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Vacancies

- (1) Vacancies of directors shall be filled by the Board of Directors by a majority of the directors voting.
- (2) Notification of vacancy. The Secretary shall notify in writing to the last known address any organization whose representative on the Board of Directors has been removed.
- (3) Vacancies of an organizational representative to the Board of Directors shall be filled by the Board of Directors.

Section 10. Conflict of Interest

- (1) Definition. A director is in conflict of interest when an action being considered by the Board of Directors, or by a committee on which that director serves, may result in financial or other benefit to that director or to an organization, group or business of which that director is an officer, board member or employee.
- (2) Voting. A director who is in conflict of interest must so declare when the specific action is being considered (i.e. prior to a vote) and is expected to abstain.
- (3) Removal. Failure of a director to properly declare conflict of interest is cause for removal from the board.

Section 11. Meetings of the Board of Directors

- (1) Number of Meetings. The Board of Directors shall meet at least four (4) times each year, and one of these meetings shall coincide with the annual meeting of the membership in March.
- (2) Regular Meetings. Regular meetings shall be held at such time and place as may be fixed by resolution of the Board. Written notice of regular meetings shall be distributed to all directors at least five (5) days and no more than thirty (30) days prior to the meeting. Written notice includes email and facsimile transmission.
- (3) Special Meetings. Special Meetings may be called by the President or by a majority of the directors. Notice of special meetings shall be given at least two (2) working days in advance of the meeting by the President or Secretary by mail, personal contact by telephone, fax, or in person.
- (4) Notice and Appearance. 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

Approved March 16, 2010

director shall be deemed a waiver of such required notice. If notice is given by mail, such mail shall be deemed delivered when deposited in the United States mail properly addressed, with postage thereon prepaid. Notice by fax shall be deemed delivered when completely sent to an appropriate fax number with a clear header and a confirmation of receipt is received.

- (5) Quorum. Except as otherwise provided in these By-Laws, a quorum for the transaction of business shall consist of one-half (1/2) of the members of the Board.
- (6) Voting. Passages of a motion or resolution shall require a vote of a majority of those present and voting, unless otherwise provided in the By-Laws. Voting by proxy will not be allowed.
- (7) Action without Meeting. An action required or permitted to be taken at a board meeting may, in the case of an emergency, be taken by written action signed, or consented to by authenticated electronic communication, by all of the directors. Any such action must be affirmed at the next scheduled Board meeting.

Section 12. Compensation

Directors shall receive no compensation for their services as directors but this shall not restrict the reimbursement for reasonable expenses incurred by a director, or the payment of reasonable compensation to a director when rendering administrative, professional or other bona fide services to the Corporation in a capacity other than as a director or member of this Corporation.

Section 13. Officers

- (1) Office. The officers of the corporation shall consist of the President, one or more Vice Presidents, the Secretary and the Treasurer. Except as provided in these By-Laws, the Board of Directors shall fix the powers and duties of all officers.
- (2) Election. The officers shall be elected by the Board from its directors at the first meeting of the Board of Directors following the annual meeting.
- (3) Tenure. The officers shall serve for one year or until their earlier resignation, removal from office or loss of membership.
- (4) Removal. Any officer may be removed from office at any time with reasonable cause by the vote of two-thirds (2/3) of the entire membership of the Board with due notification of such action and the right to be heard.
- (5) Vacancies. If there is a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired portion of the term by the Board at a regular meeting or a special meeting called for that purpose.
- (6) President. The President shall preside or delegate such authority at all meetings of the Board of Directors and of the membership. The President shall be entitled to vote on all matters before the Board in the same manner as any other director. In general, the President shall perform all duties usually incident to that office and such other duties as the Board may prescribe.
- (7) Vice President. Any Vice President shall have such powers and perform such duties as may be specified in the By-Laws or prescribed by the Board of Directors or by the President. In the event of absence, disability, resignation or removal of the President, a Vice President shall succeed to the powers and duties for the interim or until the Board elects a new President.

Approved March 16, 2010

- (8) Secretary. The Secretary shall be secretary of the meetings of the Board of Directors, the Executive Committee and of the membership and shall see that record of all regular and special meetings of the Board of Directors, the Executive Committee and the membership is kept in the appropriate minute book of the Corporation. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.
- (9) Treasurer. The treasurer shall cause to be kept accurate accounts of all moneys of the Corporation received or disbursed and shall render to the Board of Directors or the President, whenever required, an account of the financial condition of the Corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the President. The Treasurer shall be responsible for supervising the receipt, deposit, and disbursement of funds of the Corporation in accordance with the policies established by the Board of Directors and accepted accounting procedures.

Section 14. Committees of the Board

- (1) Executive Committee
 - (a) Composition - the executive committee shall consist of the officers of the Corporation and additional members appointed by the Board.
 - (b) Authority - the Executive Committee shall perform the function of the Board of Directors in the interim between Board meetings.
 - (c) Committee Powers - The Executive Committee shall also make recommendations to the Board in the areas of administrative policy.
 - (d) Meetings - the Executive Committee shall meet as may be fixed by resolution of the committee. Additional meetings may be called by the President (or in absence, a Vice President) or on request by the majority of the committee members, with at least 24 hours prior notice.
 - (e) Quorum - A quorum of the Executive Committee shall consist of three-fourths of its members.
- (2) Other Committees
 - (a) Recognition - the Board of the corporation at the first meeting after the annual meeting shall adopt by resolution the committees to be recognized for the following year.
 - (b) Membership - membership on a committee is open to all residents of the geographically-defined neighborhood, with no barriers to participation, and to any other member of CLPC.
 - (c) Meetings - committees shall meet regularly at such time and place as is fixed by resolution of the specific committee.
 - (d) Chairs - committee chairs are to be appointed by the Board. .
 - (e) Actions – actions of the committees will be forwarded to the Board for final approval.
 - (f) Subcommittees and task forces - a committee may establish any subcommittee or task force as it deems necessary to carry out its activities.
- (3) Subcommittees and Task Forces

Approved March 16, 2010

The Board of Directors may establish special subcommittees or task forces as it deems necessary to carry out its activities. Membership on these subcommittees and task forces need not be limited to members of the Board.

ARTICLE VII - SEAL

The Corporation shall have no seal.

ARTICLE VIII - BOOKS, RECORDS AND AUDIT

Section 1. 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 and such additional records and of account as the Board deems necessary for the conduct of the corporate activities of the Corporation.

Section 2. Audit

The Board shall cause the records and books of account of the Corporation to be audited at such times as the Board deems appropriate, in compliance with state law.

ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE X - OFFICES

Section 1. Principal Office

The principal office of the Corporation shall be in the City of Minneapolis, Minnesota.

Section 2. Registered Office

The registered office of the Corporation shall be in the City of Minneapolis, Minnesota. The registered office need not be identical with the principal office of the Corporation and may be changed from time to time by the Board of Directors.

ARTICLE XI INDEMNIFICATION

Section 1. Indemnification

The corporation acting through its Board of Directors, or as otherwise provided in this By-Law, 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 the law indemnify each officer of the Corporation against the expense of any action to which he/she was or was an officer of the Corporation. 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.

Section 2. Definitions

- (1) The term officer means any person who is or may hereafter be a director, officer, member, employee or agent of this Corporation or, at the request of this corporation, of any partnership, joint venture, trust, or other enterprise, and the rights of indemnification

Approved March 16, 2010

- under this By-Law shall inure to the benefit of the heirs, executors, and administrators of any such persons;
- (2) The term action means any threatened, pending, or completed action, suit or proceeding wherever brought, whether civil, criminal, administrative, or investigative, including those by or in the right of the Corporation and whether or not involving an involving an act or omission of an officer in their capacity as such and whether or not he/she is an officer at the time of such action;
 - (3) The term expenses of any action shall include attorneys' fees, judgments, fines, and amounts paid in settlement actual and reasonably incurred by them in connection with an action.

Section 3. Standard of Conduct

No officer or member of this Corporation shall speak for or represent this Corporation, with the exception of the President, unless authorized by the Board of Directors or by committee action. An officer shall be indemnified with respect to any action (other than an action by or in the right of the Corporation to procure a judgment in its favor) if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the Corporation, and if it is a criminal action, they had no reasonable cause to believe their conduct was unlawful. If the action be one by or in the right of the Corporation to procure a judgment in its favor, then in addition to the requirements of the preceding sentence an officer shall be indemnified only if they are not adjudged to be liable for negligence or misconduct in the performance of their duty to the corporation. then they shall be indemnified only to the extent that the court in which such action was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. If they are successful on the merits or otherwise in defense of any action, an officer shall be indemnified for expenses actually and reasonably incurred by them in connection with such action. In all other cases (other than an action in which the officer is successful on the merits or otherwise in defense of such action or in an action by or in the right of the Corporation to procure a Judgment in its favor where the officer had been adjudged to be liable for negligence or misconduct in the performance of their duty to the Corporation), an officer shall be indemnified, unless ordered by a court, only as authorized in the specific case upon a determination that indemnification of the officer is proper in the circumstances because they met the applicable standard of conduct set forth above. Such determination shall be made by the Board of Directors by a unanimous vote of the directors who were not parties to such action, or if such a vote is not obtainable, or even if obtainable and the disinterested directors so direct, by independent legal counsel in a written opinion. The determination may be made that he/she is entitled to indemnification as to some matters even though not so entitled as to there. The termination of any action by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the officer did not act in a manner entitling them to indemnification under this By-Law.

Section 4. Determination of conflict

Except where an officer is successful on the merits or otherwise in the defense of an action and except where a court determination is required by law for indemnification in an action by or in the right of the Corporation, an officer shall first seek a determination that they met the applicable standard of conduct set forth above from the Board of Directors by a unanimous vote of the directors who were not parties to such action, or if such a vote is not obtainable, or even if obtainable and the disinterested directors so direct, by independent legal counsel in a written

Approved March 16, 2010

opinion, it being the belief of this Corporation that the best judges of an officer's conduct are those familiar with the business activities of the Corporation. In the event that it is determined that the officer partially or completely failed to meet the applicable standard of conduct, or if no determination is reached within a reasonable time, the officer may apply to the District Court of the State of Minnesota for a determination of their right to indemnification and the result of any prior determination of that right by disinterested directors or by independent legal counsel shall be entered into evidence or considered by the court in its independent determination.

Section 5. Expenses Advance

Expenses incurred in defending an action may be paid by the Corporation in advance of the final disposition of such action as authorized by the Board of Directors in the manner provided in Section 3 in this ARTICLE XI upon receipt of an undertaking by or on behalf of such officers to repay such amount unless it shall ultimately be determined by the Corporation as authorized by law.

Section 6. Nonexclusivity

The indemnification provided by this By-Law shall not exclude any other right to which an officer may be entitled under any agreement or vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall not imply that the corporation may not provide lawful indemnification not expressly provided for in this By-Law.

Section 7. Insurance

The Corporation may purchase and maintain insurance on behalf of any officer against any liability asserted against them and incurred by them in any such capacity to the full extent as may from time to time be permitted by law.

ARTICLE XII — NON DISCRIMINATION

No person shall be discriminated against in the corporation, in membership policy, in participation on its Board of Directors and committees, in its hiring policies, delivery of services, or in other corporate business on the basis of race, color, creed, religion, ancestry, national origin, sex, affectional preference, disability, age (18 and over), marital status, status with regard to public assistance or criminal record (where the offense is not validly related to the job, services or corporate business).

ARTICLE XIII – AMENDMENTS

If authorized by the membership pursuant to Minnesota Statutes (2008) 317A.181 subd. 2 the By-Laws may be amended by the Board of Directors. Directors must be given proposed amendments in writing at least one week in advance of the Board meeting at which such amendment shall be considered. Amendments shall require a two-thirds (2/3) vote of the entire Board of Directors.

ARTICLE XIV – DISSOLUTION

The Board shall adopt a resolution proposing dissolution of the corporation by the affirmative vote of a majority of all Directors. The resolution must include a plan of dissolution that states to whom the assets owned or held by the corporation will be distributed after creditors are paid. The resolution and plan of dissolution must be submitted for approval at a meeting of the members. If two-thirds (2/3) of the voting members present approve of the proposed dissolution, the dissolution must be started.

Approved March 16, 2010

As of April 12, 2010 this is a true and correct copy of the By-Laws of Citizens for a Loring Park Community, Inc. (CLPC).

Signed by:

_____ Secretary

_____ President