

THE BY-LAWS OF
HOLLAND NEIGHBORHOOD IMPROVEMENT ASSOCIATION

Revised and Approved by the General Membership July 10, 2025

ARTICLE I. OFFICES

1.1) REGISTERED OFFICE

The registered office of this corporation is located at 639 22nd Avenue NE, Unit 9B, Minneapolis, Minnesota 55418, or as determined by the Board of Directors.

1.2) NAME

The name of this corporation shall be Holland Neighborhood Improvement Association. It may be referred to as “HNIA” and as the “Association” in these By-Laws.

ARTICLE II. STATEMENT OF PURPOSE

THE PURPOSE OF THE ASSOCIATION SHALL BE:

2.1) to create a community containing open lines of communication between HNIA members, the City of Minneapolis and its agencies, and other public and private agencies.

2.2) to stabilize and promote the Holland neighborhood, and to obtain public and private funds to achieve these purposes.

2.3) to improve the quality of housing, public and private services, and facilities in the neighborhood, and

2.4) any other lawful purpose.

ARTICLE III. BOUNDARIES

3.1) BOUNDARIES

The boundaries of the Holland neighborhood are: 27th Avenue NE (North); Central Avenue NE (East); University Avenue NE (West); and, from west to east, across 17th Avenue NE, north up Washington Street NE, and across 19th Avenue NE (South).

3.2) DESIGNATION

These boundaries are designated by the City of Minneapolis and indicated on the map attached to these By-Laws as Appendix A. Should the City of Minneapolis redesignate the boundaries of the Holland neighborhood, any such change shall be incorporated into these By-Laws by reference.

ARTICLE IV. GENERAL MEMBERSHIP AND MEETINGS

4.1) MEMBERSHIP ELIGIBILITY

Persons sixteen years of age or older who reside, work, and/or own property in the Holland neighborhood are eligible for membership.

4.2) NOTICE OF MEETINGS

Notice of any meetings of the general membership shall be given in writing at least ten (10) days prior to the meetings.

4.3) ANNUAL MEETINGS

The annual meeting of the Association shall be held on the second Thursday in May. Members of the Association shall be notified of this meeting, its place and time, in writing, by at least one of these following methods: the insertion of such notice in at least one community newspaper serving the neighborhood; or by bulk-rate mail to each household in the neighborhood. Such notice shall be given at least ten days prior to the annual meeting. The membership shall conduct elections of the Board of Directors (see 5.3) and may also transact such other business as may properly come to them.

4.4) VOTING RIGHTS

At meetings of the general membership, each member shall have one vote. A member who is unable to attend the annual meeting may cast their vote during an annual meeting and elections by contacting the Holland Neighborhood Offices via email, letter or phone call. This alternative voting method shall be run by a board member not up for reelection during said annual meeting, or an HNIA staff member.

ARTICLE V. BOARD OF DIRECTORS

5.1) NUMBER

The number of Directors shall be no fewer than three and not exceed 15. The Board of Directors shall set the number of Directors within these limits.

5.2) TERMS

The Directors shall be elected to serve 2-year terms, not to exceed three consecutive terms in office, or until their successors shall be elected and duly qualify or until a Director shall die or resign or shall have been removed as provided by the By-Laws of the Association. The terms of the directors shall be staggered, such that approximately one half of their terms expire each year. Directors' terms shall begin on the first day with the first board meeting of the fiscal year

immediately following the fiscal year during which said Directors were elected, and shall expire on the last day of the May fiscal year following said election.

5.3) ELECTION

At the annual meeting of the general membership there shall be elected by ballot of the membership a Board of Directors in accordance with the requirements of these By-Laws. Candidates may nominate themselves, be nominated from the floor, or be nominated by an HNIA member. Candidates, or someone on their behalf, will be given an opportunity to address the membership at the annual meeting immediately prior to the election. No candidate shall be elected unless they receive a majority of the votes cast. In the event that no candidate receives a majority of the votes cast, a runoff election shall be held between the two candidates receiving the most votes.

5.3.1) SPECIAL ELECTIONS

In the event that the Board of Directors does not exceed the maximum number of members, Directors can be nominated to join the board at any point throughout the calendar year. A candidate may nominate themselves, or be nominated by an HNIA member. The Board of Directors will vote at a regular meeting to accept or decline the nomination. Per an acceptance vote, a vote is needed to confirm at the next meeting of the general membership. This vote should be communicated in writing to potential attendees prior to the meeting occurrence. Directors elected through this process shall have their term expire at the next annual meeting.

5.4) RESPONSIBILITIES

Directors are responsible for attending the annual meeting, meetings of the general membership, and meetings of the Board of Directors. The Board will: develop a budget and monitor the financial affairs of the Association; hire, supervise, and when required, terminate the employment of employees of the Association; authorize the Associations' employees to apply for funding from public and private sources; conduct any other activities authorized by the membership permitted by law; and conduct, generally, the business of the Association.

5.5) REMOVAL

Directors missing more than two consecutive regular meetings or four regular meetings in the period of time between annual meetings shall be notified in writing of their potential removal from the Board of Directors. At the next regular meeting, all other Directors may vote on whether to remove that member from the Board of Directors.

5.6) VACANCIES

In the event of a vacancy on the Board of Directors occurring for any reason other than an increase in the authorized number of Directors, the vacancy may be filled by a majority vote of Directors present at a regular meeting, provided there is a quorum, within 60 days. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill, or until such Director's successor is elected and qualified. After 60 days of vacancy, the term expires and may be filled by a special election (see 5.3.1).

5.7) MEETINGS OF DIRECTORS

a) Annual Meeting

The annual meeting of the Board of Directors is the same as that of the general membership.

b) Regular Meetings

Regular meetings of the Board of Directors will be no less than 6 and no more than 12 throughout each fiscal year.

c) Special Meetings

Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Board, the Vice President or by any three (3) Directors. Special meetings may be called on shorter notice than explained in section d provided a quorum can be obtained.

d) Notice of Meetings

Notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, not less than five (5) nor more than thirty (30) days before the time set for such meeting, excluding the day of the meeting.

e) Quorum

A majority of the number of Directors fixed pursuant to the By-Laws of the Association shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of Incorporation, or these By-Laws.

f) Proceedings

Proceedings of the Board of Directors shall be governed, in order of priority, by these By-Laws, Board sanctioned policies, and by a parliamentary procedure such as Robert's Rules of Order. Meetings can take place in-person or virtually. Voting on actions operate the same way for in-person or virtual meetings.

5.8) ACTION IN WRITING

Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if such action is taken in writing and signed and approved by all of the Directors then in office.

5.9) DIRECTOR COMPENSATION

No compensation shall be paid to Directors for their services as directors but compensation may be paid to Directors in other organizational capacities, provided a resolution authorizing such compensation shall have unanimously been adopted by the Board of Directors before such service is undertaken. A Director may not be an employee of HNIA.

5.10) DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between the Association and one or more of its Directors, or between the Association and any other corporation, firm, association, or entity in which one or more of the Directors are directors or officers or have a material financial interest, shall be entered into by the Association, unless the fact of such relationship or interest is disclosed to the Board of Directors. The Board of Directors must approve such contract or transaction by a vote sufficient for the purpose without counting the votes of such interested Directors. Interested Directors shall not be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves or ratifies such a contract or transaction.

ARTICLE VI. OFFICERS

6.1) OFFICERS

The Officers of the Association shall include a President, Vice President, Secretary and Treasurer, and any other Officers the Board of Directors may designate from time to time.

6.2) ELECTION

The Officers of the Association shall be elected annually by a majority of the Directors present at the first regular meeting in each fiscal year, provided there is a quorum. Each Officer shall hold office for a period of one year, or until such Officer's successor shall have been duly elected and qualified. Only Directors may be elected and serve as Officers. Election as an Officer shall not of itself create contract rights.

6.3) REMOVAL OF OFFICERS

Any Officer may be removed from office by a majority vote of the Board of Directors present at a duly held meeting, provided there is a quorum, whenever in their judgment the best interests of the Association will be served thereby.

6.4) VACANCIES

A vacancy occurring in any office, for any other reason, may be filled for the unexpired portion of the term of said office by a majority vote of the Directors present at a duly held meeting, provided there is a quorum.

6.5) DUTIES OF OFFICERS

a) President

The President shall preside at all meetings of the general membership and of the board of directors with the consent of the Board, and shall perform all other duties normally associated with the office of President.

b) Vice President

The Vice President shall perform all duties performed by the President when the President is absent or incapacitated. The Vice President shall also perform those duties assigned by the President with the consent of the Board of Directors.

c) Secretary

The secretary shall perform, or cause to be performed under their direction, the following functions:

- (1) Certify and keep at the principal office of the Association a copy of its Articles of Incorporation and By-Laws, as amended to date.
- (2) Keep at the principal office of the Association, or such other place as the Board of Directors may direct, a book of minutes of all the meetings of the Directors of the Association, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at the meetings.
- (3) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.
- (4) See that the bills, reports, statements and all other documents and records required

by law are properly kept and filed.

(5) Exhibit for inspection, upon request, the relevant books and records of the Association to any Director for any proper purpose at any reasonable time.

(6) In general, perform duties usually incident to the office of Secretary, and the Board of Directors may assign such other duties as from time to time.

d) Treasurer

The Treasurer shall perform, or cause to be performed under their direction, the following functions:

(1) Have charge and custody of, and be responsible for, all funds and securities of the Association, and deposit all such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors.

(2) Keep and maintain adequate and correct accounts of the Association's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and fund balances.

(3) Exhibit for inspection, upon request, the relevant books and records of the Association to any Director for any proper purpose at any reasonable time.

(4) Render interim statements of the condition of the finances of the Association to the Board of Directors upon request, and render a full financial report within 30 days of the end of each fiscal year.

(5) Receive, and give receipt for, monies due and payable to the Association from any source whatsoever.

(6) In general, perform all the duties usually incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

6.6) COMPENSATION OF OFFICERS

The reasonable compensation of the Officers, if any, shall be fixed from time to time by the Board of Directors. No Officers shall be prevented from receiving such compensation by reason of the fact that such Officer is also a Director of the Association.

ARTICLE VII. COMMITTEES

7.1) ESTABLISHMENT AND APPOINTMENT

The Directors shall create such committees as they shall from time to time deem desirable. Committee members may be removed in the same manner as may a member of the Board of Directors. Each committee shall determine its own rules with respect to meeting notices, frequency of meetings, quorum, and like matters, except that any such rule adopted shall not be in conflict with anything herein. Proceedings of committees and task forces shall be governed by Board sanctioned policies, any rules adopted by that committee or task force, and by a parliamentary procedure such as Robert's Rules of Order. The Board of Directors shall retain the right to amend, repeal, or replace any rule of a committee or task force.

ARTICLE VIII. GENERAL

8.1) CHECKS AND NOTES

There shall be four persons authorized to sign a check for the Association: the president, treasurer, secretary, and an alternate board member. The board with a majority vote shall choose the alternate board member. This person shall fill the position when the president, treasurer, or secretary are unavailable. Checks will always require two signatures.

All deeds, mortgages, bonds, contracts, checks, drafts, and other instruments pertaining to the operation of the Association that incur to the Association a liability in excess of \$200 shall be authorized only after approval by the Board of Directors.

8.1.1) RECURRING PAYMENTS

All regularly recurring deeds, mortgages, bonds, contracts, checks, drafts, and other instruments pertaining to the operation of the Association for a single purpose (e.g., insurance costs) that incur to the Association a liability in excess of \$500 over the course of a calendar year shall be authorized only after approval by the Board of Directors, and shall be re-authorized by the Board of Directors at least once each fiscal year.

8.2) FISCAL YEAR

The fiscal year of the Association shall begin on June 1 and end on May 31 of each calendar year.

8.3) AMENDMENTS TO BY-LAWS

These By-Laws shall be reviewed at least annually for proposed changes by the Board of Directors. Proposals for amendments to these By-Laws shall be submitted, in writing, to the Board of Directors. Amendments to these By-Laws shall not become effective until approved by a two-thirds vote at a meeting of the general membership.

ARTICLE IX. GRIEVANCES

9.1) GRIEVANCE PROCEDURE

The following grievance procedure will be used: In order to be considered, a grievance must be written, signed and include the address of the complainant. Within 60 days of receipt of the complaint, the Board of Directors must meet and discuss the complaint, and within 30 days of that meeting deliver a written response to the complainant. The Board will have available a copy of the complaint and the Board's response at the next general membership meeting.

ARTICLE X. OTHER

10.1) PREVALENCE

These By-Laws are subordinate and subject to the provisions of the Articles of Incorporation. In the event of any conflict between these By-Laws and the Articles of Incorporation, the Articles shall prevail. In the event any provision of these By-Laws shall be determined to be invalid, void or unenforceable such determination shall not render invalid, void or unenforceable any other provisions hereof, which can be given effect. No conditions or provisions of these By-Laws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same.

APPENDIX A. NEIGHBORHOOD MAP

