

WINDOM PARK CITIZENS IN ACTION BYLAWS

ARTICLE I PURPOSE

A. Purpose. The purpose of Windom Park Citizens in Action ("WPCIA") is to promote the betterment of the neighborhood through the following:

- Encouraging widespread citizen participation in all decision-making processes affecting the Windom Park Neighborhood, including all segments of the neighborhood, including but not limited to homeowners, renters, property owners, business owners, immigrants, non-English speakers, low-income residents, and communities of color;
- Developing a sense of community in the Windom Park Neighborhood;
- Providing mechanisms for neighborhood residents to be well informed of issues and activities affecting their neighborhood;
- Enhancing and maintaining the physical, social, economic, cultural, and recreational environment of the neighborhood; and
- Promoting community safety, crime prevention, neighborhood attractiveness, and commercial and housing quality in a nondiscriminatory manner

B. Tax Exempt Status. WPCIA is a neighborhood based, non-profit organization. WPCIA must at all times be operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, and Minnesota Statutes, Chapter 317A (the Minnesota Nonprofit Incorporation Act).

C. Non-Commercial Status. WPCIA is non-commercial, non-sectarian, and non-partisan. WPCIA may not endorse any commercial enterprise or any political candidate. WPCIA and its officers in their official capacities may not use WPCIA's name in connection with any commercial concern or with any partisan interest, or for any other purposes than those of WPCIA.

ARTICLE II DESIGNATED NEIGHBORHOOD

The designated neighborhood of WPCIA, for the purposes of the Articles of Incorporation and these Bylaws, is that part of Minneapolis, Minnesota, bounded by:

- South side of Lowry Avenue Northeast on the north
- East side of Central Avenue Northeast on the west
- North side of 18th Avenue Northeast on the south
- West side of New Brighton Boulevard on the east

These boundaries do not prevent WPCIA from involvement in matters outside the designated boundaries that have an impact on the designated neighborhood.

**ARTICLE III
MEMBERSHIP AND MEETINGS**

A. Eligibility.

1. Eligibility. The following persons are eligible to be members of WPCIA:

- Any person 18 years or older who resides within the designated neighborhood; and
- Any person 18 years or older designated as the representative of a business, social service agency, non-profit, church, or the owner of a rental property (each an “organization”) located in the designated neighborhood

2. Number of Designated Representatives. Each eligible organization may designate no more than one representative to be a member of WPCIA. Any owner of a rental property may designate no more than one representative, regardless of the number of rental properties in the designated neighborhood the owner owns. Any rental property owner who is also a member of WPCIA may not designate any representative.

3. Method of Designating Representatives. An organization’s president or equivalent must certify in writing to the Vice-President of WPCIA the following to designate a representative:

- The organization’s name;
- The organization’s address;
- The organization’s telephone number or e-mail address;
- The time period the individual is the designated representative and is authorized to vote on behalf of the organization; and
- The name of the individual the organization designates to act as the organization’s representative

4. Default Representative Term. Notwithstanding the foregoing section, if no time period is included in the organization’s certification to WPCIA, the designated representative may indefinitely continue to act as representative until and unless the organization designates a new representative or certifies in writing to the Vice-President of WPCIA that the organization is terminating the designated representative’s authorization. Designation of a new representative automatically terminates any previous designations.

5. Individual Membership. An eligible individual becomes a member by attending a regular, annual, or special WPCIA membership meeting and signing the registration sheet. Term of membership runs from annual meeting to annual meeting. Membership is available without regard to gender, race, age, marital status, sexual orientation, or to social, political, or religious preferences. Members and Directors of the organization are not, as such, personally liable for the acts, debts, liabilities, or obligations of WPCIA.

6. Number of Votes. Notwithstanding the provisions of the foregoing sections, no individual may vote more than once in any capacity. A resident of the designated neighborhood who owns a business located in the designated neighborhood may vote either as an individual or as the designated representative, but not as both; however, the resident may vote in the resident’s individual capacity and designate another individual as the designated representative of the business.

7. Verification of Membership. Membership eligibility will be verified at the direction of the Board. The staff of WPCIA shall maintain a list of members at the direction of the Board.

B. Dues. WPCIA may not require membership dues. However, WPCIA may seek donations from its members at any time.

C. Open Meeting Requirement.

1. Requirement. WPCIA shall open all meetings to the public, including board and committee meetings. Members must be allowed to address other members of WPCIA and the Board at the meetings, including meetings where members are not permitted to vote on issues before the Board. Notwithstanding the foregoing, the Board may close its meetings for the following:

- Preliminary investigation of charges or allegations against an individual subject to WPCIA’s authority or a member of the Board;
- Discussion and consideration of any not-public data, including data that would identify alleged victims or reporters of criminal sexual conduct, domestic abuse, or maltreatment of minors or vulnerable adults;
- Evaluation of the performance of individuals under WPCIA’s authority;
- Preservation of attorney-client privilege;
- Development of offers or counteroffers, or to review confidential appraisal data; or
- To conduct labor negotiations

2. Definition. “Meeting” means any gathering of a quorum or more of either the Board or the membership where the board or the membership discusses, decides, or receives information relating to WPCIA’s official business and all members of WPCIA participating in the meeting can hear one another and can hear all discussion and all votes are conducted by voice vote or roll call. Communication by e-mail is not a meeting under these Bylaws.

D. Membership Meetings.

1. Regular Membership Meetings. WPCIA shall hold monthly regular meeting at the direction of the Board unless cancelled by a majority vote of the membership present at a previous monthly meeting.

2. Annual Meetings. WPCIA shall hold one annual meeting of the members in each calendar year at the direction of the Board. At each annual meeting the Board shall present a written report of the activities and financial standing of WPCIA during that year. Directors will be elected at the annual meeting.

3. Special Membership Meetings. Special meetings of the membership may be called at any time by the President, three of the members of the Board, or upon the written request (stating the purpose of the meeting) of fifteen (15) members or 10% of members, whichever is less.

4. Notice. WPCIA shall provide notice of all meetings to the membership by mailing to each member at the address designated by the member at least ten (10) days and not more than thirty (30) days prior to the meeting or by such other method which is fair and reasonable or permitted by

law. When a meeting of the membership is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

5. Voting. All members have one vote. Members can vote at regular, annual, and special meetings. Passage of a motion or resolution requires the affirmative vote of a majority of the members present at the meeting, unless otherwise required by the Articles of Incorporation, by these Bylaws, or by law. Members may voice community position based upon majority vote.

6. Quorum. A quorum for any meeting other than a Board meeting consists of ten percent (10%) of the members or fifteen (15) members, whichever is less. In order to vote, a member must be present. No member may vote by proxy. Voting may be by voice vote, roll call, open tally or by ballot.

E. Meeting Minutes. The Secretary shall record the minutes for all membership and board meetings, and committee meeting minutes will be recorded at the direction of the Board. The membership shall vote to approve the membership meeting minutes at the following regular membership meeting and the Board shall vote to approve the board meeting minutes at the following regular board meeting. If the Secretary is unable to record the minutes for any meeting, the Board shall direct the minutes to be taken in any manner which is fair and reasonable or permitted by law. Minutes of all meetings and committees shall be maintained at the direction of the Board and available for review by members upon request.

F. Procedures. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* govern WPCIA in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order WPCIA may adopt.

ARTICLE IV BOARD OF DIRECTORS

A. Duties.

1. Duties. The Board of Directors of WPCIA (collectively, the “Board” and individually “Directors”) shall manage the business and the property of WPCIA. The Board shall be responsible for the following duties:

- Entering into legal contracts on behalf of WPCIA;
- Hiring, managing, and dismissal of paid staff;
- Preparing budgets and overseeing the financial bookkeeping, auditing, and reporting responsibilities of the organization;
- Establishing and overseeing the WPCIA committees;
- Prioritizing WPCIA business and setting the agenda for monthly regular membership meetings;
- Presenting a written report of the activities of WPCIA during that year at the annual meeting;
- Screening the correspondence from outside sources to WPCIA;
- Establishing a schedule for compliance with regulatory agencies to maintain the legal obligations for a non-profit organization, including taxes, bylaws, etc.; and
- Receiving, reviewing, and presenting to the regular membership issues which affect the neighborhood, for discussion, vote, or action.

2. Action Without Membership Approval. At the discretion of the President, the Board may establish a position on issues that arise and need to be acted upon prior to the next membership meeting; however, the Board must notify the members of the issue and the position taken at the next regular membership meeting.

3. Action Overturning Membership Position. The Board may overturn any position taken by members by two-thirds vote of the entire Board (6 votes). However, when the Board overrides the position of the members the Board shall note that difference in all formal communications on the topic.

4. Attendance and Compensation. Directors should attend regular membership meetings, special meetings, the annual meeting, and board meetings. Directors may not receive compensation for their services as directors, but may be reimbursed for reasonable expenses incurred by a board member as approved by the Board.

B. Number, Tenure, and Qualification.

1. Number. The Board consists of nine (9) persons.

2. Tenure. Directors shall serve two-year terms. All Directors may serve an unlimited number of consecutive terms if re-elected at the conclusion of each two-year term. The terms of the elected Directors shall be staggered so that the terms of approximately one-half of the elected Directors shall expire each year. Directors elected under previous bylaws subject to a consecutive-term limit may be re-elected regardless if the election would violate the previous bylaws.

3. Qualifications. Any natural person who has attended at least one regular or special WPCIA membership meeting during the current term of membership, prior to the annual meeting, and is a member as described in Article III Section A, including any designated representative, is qualified to run for the Board.

4. Minimum Number of Residents. Neighborhood residents must comprise a majority of WPCIA's Board.

C. Selection of Directors of the Board.

1. Nominations. Any member may nominate another eligible individual for election to the Board at any time prior to voting. The current Board will identify and encourage individuals to stand for election to the Board.

2. Selection. Directors will be elected at the WPCIA annual membership meeting. The candidates receiving the highest number of member votes will be elected to fill the vacant seats on the Board. The remaining candidates will be ranked by order of votes received and the top three will be asked to serve as a director if a vacancy occurs before the next election.

3. Vacancies. Vacancies, no matter how caused, will be filled by persons listed from the previous election as the top three ranked alternates as set out in Section C(2) of this Article. Each appointed Director will serve the unexpired portion of the vacated term. If it is not possible to fill

vacancies from the list of alternates the members will elect replacements for vacancies at the next membership meeting taking place at least ten days from the date of the vacancy.

D. Meetings of the Board of Directors.

1. Regular Board Meetings. The Board shall meet monthly at a time and place designated by resolution of the Board, unless a meeting is canceled by a vote of the Board at a previous monthly meeting. This meeting will be held separately from the regular membership meeting to perform duties as outlined in Section A of this Article.

2. Special Board Meetings. Special meetings may be called by the President, the Secretary, or at the request of one-third of the Board.

3. Notice. Notice of regular Board meetings must be given to all Directors at least five (5) days prior to the meeting and a copy of the notice must be distributed at the direction of the Board by such method which is fair and reasonable or permitted by law. Notice of any special Board meeting must be given to all Directors at least twenty four (24) hours in advance of the meeting by the President or the Secretary by such method which is fair and reasonable or permitted by law. Any Director may waive notice of any meeting of the Board before or after a meeting in writing. Attendance at a meeting by any Director is deemed a waiver of notice of that meeting.

4. Open Meetings. All meetings of the Board and of any committees of the Board must comply with Article III Section C of these Bylaws. Only Directors may vote at Board meetings.

5. Quorum. A quorum for the transaction of business consists of a majority of the Directors currently holding office but not less than three (3). No Director may vote by proxy.

6. Voting. Passage of a motion or resolution requires a vote of a majority of the Directors present at the meeting.

G. Removal of Directors. A Director may be removed from office at any regular membership meeting, with or without cause, by two-thirds of the members present, provided a minimum of ten percent (10%) of the members or fifteen (15) members are present, whichever is less, or at any regular or special board meeting by a vote of two-thirds (2/3) of the Directors currently holding office.

H. Resignation. A Director may resign at any time by giving written notice to the Board or to the President. The resignation takes effect when it is delivered unless the written resignation notice states otherwise.

**ARTICLE V
OFFICERS**

A. Description and Number of the Officers. The officers of WPCIA consist of the President, Vice-President, Secretary, and Treasurer, and such other officers as may from time to time be appointed or elected by the Board to assist in the operation or management of WPCIA. No person may hold two offices at one time. Except as provided in these Bylaws, the Board of Directors may

determine the powers and duties of all officers. Officers may choose to delegate duties but remain responsible for them.

B. Election, Term of Office, and Qualifications. The Directors shall elect officers from their own number at the first regular meeting of the Board following the annual meeting at which directors are elected. Officers serve for one year, until their successor is appointed or elected, or until resignation, removal, or death, whichever comes first.

C. Removal. The Board may remove any officer from office at any time by a two-thirds vote of the Board, with or without cause. Notwithstanding the foregoing, the Board must give due notice of such action to the officer, who may require a hearing before the Board on this issue. Any action to remove an officer must be conducted at a regular meeting of the Board or at a special meeting called for that purpose; the written resolution alone of the directors may not remove an officer.

D. Vacancies. After a Board Officer's vacant seat of an officer position is filled pursuant to Article IV Section C(3) or upon the resignation of a director from the director's position as an officer of the Board but not from the Board, the Board shall elect a new officer from the Board's own members at the next regular meeting of the Board, or at a special meeting called for that purpose.

E. President. The President shall:

- Have general active management of the business of WPCIA;
- Preside, when present, at meetings of the Board and of the members;
- Ensure that orders and resolutions of the Board are carried into effect;
- Sign and deliver in the name of WPCIA deeds, mortgages, bonds, contracts, and other instruments pertaining to the business of WPCIA, except in cases in which the authority to sign and deliver is required by law to be exercised by another person, or is expressly delegated by the Articles of Incorporation or Bylaws to another officer or agent of WPCIA;
- Maintain records of and, when necessary, certify proceedings of the Board and its members; and
- Perform other duties prescribed by the Board.

F. Vice-President. The Vice-President shall act as an aide to the President and perform the duties of the President in the absence or disability of that officer. The Vice-President shall also verify the accuracy of financial reports produced by the Treasurer or accountant.

G. Secretary. The Secretary shall:

- Record minutes of the proceedings of all Board meetings;
- Be the custodian of accurate records of proceedings of all meetings of WPCIA Board, membership, and committees in the appropriate minute book of WPCIA;
- Provide or direct WPCIA staff to provide notice of membership meetings to all Directors and members;
- Maintain a permanent file of minutes and pertinent correspondence of WPCIA and of the Board;
- Deliver all records to the newly elected or appointed Secretary; and perform other duties pertaining to the office; and
- Perform other duties prescribed by the Board.

H. Treasurer. The Treasurer shall:

- Keep accurate financial records for WPCIA.
- Deposit money, drafts, checks in the name of, and to the credit of, WPCIA in the banks or depositories designated by the Board; endorse for deposit notes, checks, and drafts received by WPCIA as ordered by the Board, making proper vouchers for the deposits;
- Disburse WPCIA funds and issue checks and drafts in the name of WPCIA as ordered by the Board;
- Upon request, provide the President and the Board an account of transactions by the Treasurer and of the financial condition of WPCIA;
- Supply a written report to the members at the regular monthly membership meetings, summarizing the debits and credits made since the last regular membership meeting; and
- Perform other duties prescribed by the Board or by the President.

I. Responsibilities. No officer may in any way bind WPCIA to do or not to do any certain things unless expressly authorized to do so by the Board. An unauthorized act by an officer may not be recognized by WPCIA unless the Board has expressly ratified it.

ARTICLE VI COMMITTEES

A. Creation. The Board may appoint such committees and delegate to the committees the powers, responsibilities, and procedures as it may from time to time deem appropriate to promote the objectives and interests of WPCIA. The Board shall establish a formal written charge for each committee and a time frame for completion of its work or for on-going progress reports.

B. Eligibility. Any member of WPCIA is eligible to serve on and participate in these committees. In addition, non-members may serve on committees, at the discretion of the Board.

C. Committee Chair. The committee member select the committee chair, unless otherwise appointed by the Board.

D. Notice. WPCIA shall provide notice of all committee meetings to the membership by any method that is fair and reasonable to each member at least five (5) days and not more than thirty (30) days prior to the meeting or by such other method which is fair and reasonable or permitted by law. When a meeting of the membership is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

E. Meeting Minutes. The Committee Chair shall record minutes for each meeting of the Committee Chair's committee. The Committee shall vote to approve the meeting minutes at the following committee meeting. If the Committee Chair is unable to record the minutes for any meeting, the Committee Chair shall direct the minutes to be taken in any manner which is fair and reasonable or permitted by law. Minutes of all committees shall be maintained at the direction of the Board and available for review by members upon request.

F. Independent Action. Unless otherwise authorized by the Board, the Committee Chair shall report all actions taken by the Committee to the Board, which may alter, accept, or reject these actions and report to the membership accordingly. No debt may be made against WPCIA or any committee, officer, or other member without the approval of the Board.

ARTICLE VII COMPLAINTS

Any complaint against WPCIA or any of its activities shall be made in writing to the Board. The Board shall respond to the complainant in writing within five (5) days of the next scheduled Board meeting. The Board shall establish a complaint and grievance procedure and policy.

ARTICLE VIII SEAL, BOOKS, RECORDS, AUDIT, FISCAL YEAR

A. Corporate Seal. WPCIA does not have a corporate seal.

B. Books and Records. The Board shall keep complete books of account, minutes of meetings of the Board, meetings of the members, and committee meetings, including any additional records and books of account as the Board deems necessary for the conduct of the activities and business of WPCIA. A member or the agent or attorney of a member may inspect all books and records of WPCIA for any proper purpose at any reasonable time, pursuant to Minnesota Statutes, Section 317A.467.

C. Audit. The Board shall make certain that the records and books of account of WPCIA are audited, either internally or externally, at least once each fiscal year and at such other times as the Board deems appropriate.

D. Fiscal Year. The fiscal year of WPCIA is July 1 to June 30.

ARTICLE IX INDEMNIFICATION

WPCIA shall indemnify each director and officer of WPCIA pursuant to Minnesota Statutes, Section 317A.521. In addition, WPCIA may purchase and maintain insurance on behalf of any officer or director against any liability asserted against him or her in any such capacity to the full extent permitted by law.

ARTICLE X AMENDMENT

A. Proposal. The lesser of fifteen (15) members, or ten percent (10%) of the membership, or a quorum of the Board, may propose a resolution for action by the members to adopt, amend, or repeal the Bylaws.

B. Required Amendment Contents. The resolution must contain the provisions proposed for adoption, amendment, or repeal.

C. Board Action. No Board approval is necessary. Upon receipt of the resolution, the Board shall schedule a membership meeting for the consideration by the members of the resolution. The Board shall assure membership notice of this meeting must be at least ten (10) days and not more than thirty (30) days prior to the meeting. The Board shall provide copies of the proposed changes to all members who attend the meeting and upon request.

D. Quorum and Voting. A quorum for amendment of the Bylaws or Articles consists of fifteen (15) members and a two-thirds (2/3) majority is required to amend the Bylaws or Articles.

ARTICLE XI DISCRIMINATION

WPCIA may not discriminate in its hiring policies, delivery of services, or other WPCIA business of any nature whatsoever on the basis of race, color, creed, religion, ancestry, national origin, gender, sexual orientation, disability, age, marital status, source of income, or criminal record which is not validly related to the job, services, or business of WPCIA.

ARTICLE XII DISSOLUTION

At the time of the dissolution of WPCIA, the Board shall, after paying or making provision for the payment of all of the liabilities of WPCIA, dispose of all assets of WPCIA, exclusively for the purposes of WPCIA in such manner or to such organization or organizations founded and operated exclusively for charitable, educational, religious, or scientific purposes as at the time qualifies as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, as the Board determines.

ARTICLE XIII CONFLICT OF INTEREST

A. Declaration and Recusal. A member of WPCIA and any of its committee members who receives any direct or indirect financial benefit from any organization, project, or development or

serves on the Board, of any organization, project, or development that is being considered by WPCIA, or by any of the organization's task forces or committees, its Board, or membership, must declare that affiliation and recuse themselves from voting on any related issues.

B. Board Determination of Conflict. Any member who has reason to believe a conflict of interest exists and has not been declared may raise the question to the Board. The Board may determine if a conflict exists, except any Director who has or may have a conflict may not vote on the issue. If the Board determines a conflict exists, the member must comply with Article XIII Section A of these Bylaws.

C. Imputed Conflict. A conflict of interest is 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 WPCIA. A conflict of interest is deemed not to exist in those instances where a member does not benefit from a project, program, or proposal to a greater extent than any other eligible persons, groups, or businesses.

ARTICLE XIV STAFF

The Board may employ and dismiss the staff persons it deems necessary and prudent to run the day-to-day operations of WPCIA. When the Board creates a position, it must also prepare a description of the major duties and responsibilities, designate the person responsible for supervision, and outline an annual review process. All employees shall be paid in a manner to be determined by the Board. No employee may act on behalf of the Board unless expressly authorized by the Board to do so.

ARTICLE XV CERTIFICATION

I hereby certify that the foregoing Bylaws were adopted as the Bylaws of WPCIA at a general meeting on the 15th day of December, 2015.

Joe Bove, President WPCIA

Chad Selmecki, Secretary WPCIA