

Northeast Park Neighborhood Association (NEPNA) Governing Bylaws

Adopted 10/10/2019

ARTICLE I: NAME

The name of this Organization shall be the Northeast Park Neighborhood Association, Inc. It may be referred to as NEPNA.

ARTICLE II: AREA

The area of the Northeast Park Neighborhood, for the purposes of the Articles of Incorporation of this Organization, is bound on the south by Broadway Street NE and on the southeast by Interstate 35, on the north by 18th Avenue NE and New Brighton Boulevard, and on the west by Central Avenue NE. The city limits make its NE boundary.

ARTICLE III: PURPOSE

NEPNA is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code and Minnesota Statutes, Chapter 317A.435, Subd. 4. The general purposes of the Organization are to develop a sense of community in the Northeast Park Neighborhood; to encourage maximum citizen participation in all decision-making processes affecting that community to determine the character and direction of their neighborhood and the services offered therein; to provide the mechanisms for the residents to be well-informed; and to facilitate improvement of the physical, social, and cultural environment within the Northeast Park Neighborhood. These activities shall carry out the following purpose:

- a. To participate in all phases of the City's decision-making system- planning, programming, budgeting, monitoring, and evaluation.
- b. To serve as a neighborhood-wide Organization that has open opportunities for input from members of the Organization as defined in Article IV without regard to age, sex, ethnicity, religion, income or handicap.
- c. To assess and document the needs and desires of the Northeast Park Neighborhood.
- d. To work and consult with, and advise any public department, agency, or private Organization concerned with issues or proposals affecting the Northeast Park Neighborhood.
- e. To seek financial support and generate funds for administration and projects of the Organizations.

- f. To hire staff persons, as funds permit, to carry out administrative duties and projects of the Organizations; and
- g. To sponsor various projects and programs as selected by the membership and approved by the Board of Directors.

ARTICLE IV: MEMBERSHIP

Any person of legal age shall be eligible for membership in NEPNA who:

- a. Resides in or owns property in the area known as Northeast Park Neighborhood as defined in Article II of the bylaws; or
- b. Operates or is employed in a business or Organization located in said area.

Membership shall be open to all interested persons who meet the eligibility requirements enumerated in this Article. No person can be denied membership in the NEPNA because of consideration of race, religious belief, color, gender, sexual preference, natural origin, economic status, or disability.

No member shall have any vested right or interest in the term of their membership.

DUES

There shall be no membership fee requirement of this Organization. Donations may be solicited from time to time as determined by the Board of Directors; however, no member is required to donate to the Organization.

ARTICLE V: BOARD OF DIRECTORS

The Board of Directors shall consist of three elected Board members with one-year terms, four elected Board member with two-year terms, and three elected Board members with three-year terms. All Directors shall be members of the Organization. The number of Board members who work or own real property in the Northeast Park Neighborhood but do not live in the Northeast Park Neighborhood shall be no greater than two members.

ELECTIONS

Board elections: New directors and current directors shall be elected or re-elected by the voting representatives of members at the annual meeting. Directors will be elected by a simple majority of residents present at the annual meeting.

Election procedures: Prospective board members may be nominated through open nominations from residents of Northeast Park neighborhood at the annual meeting. The person moderating the elections will accept each nomination and will close the nominating process when no further

nominations are proposed. Interested candidates not available to attend the annual meeting, may be nominated for a place on the Board and have a representative provide a speech if available.

Once nominations are complete, those nominated may provide a speech. Candidates who receive a majority of votes from the membership present at the meeting are elected to the Board position.

VACANCIES

Any vacancies that occur between annual meetings shall be filled in accordance with Article VII of these bylaws.

REMOVAL OF DIRECTORS

Three consecutive absences without notification sent to the Chair from regularly scheduled board meetings shall be cause for removal by seven-tenths (7/10) vote of the board. It shall be the responsibility of the Chair to discuss any attendance problems informally with absentee board members and to bring problems to the attention of the board.

A board member may be removed from office, with or without cause, by a two-thirds vote from the entire membership of the Board of Directors at a regular or special meeting of the Board.

RESIGNATION OF A DIRECTOR

A Director may resign at any time, by giving written notice to the Board, or to the Chair. Unless the written notice states otherwise, the resignation will take affect when it is delivered.

ARTICLE VI: ALTERNATES TO THE BOARD OF DIRECTORS

Alternates to the NEPNA Board of Directors shall have no powers except for at such time as they are empowered under the provisions of these bylaws to assume the duties of a Director. Upon being upgraded, an alternate assumes all the rights and responsibilities normally afforded a Director under Article VI of these bylaws.

ELECTION OF ALTERNATES

Alternates and Directors shall be elected at the NEPNA annual membership. The election of alternates shall occur after the results of the Director's election is announced. Alternates shall be ranked according to the number of votes received in the election; the Alternate receiving the greatest number of votes shall receive the highest ranking. The number of alternates elected shall not exceed the actual number of directors as provided under Article VI.

TEMPORARY UPGRADING OF ALTERNATES

If the entire membership of the Board is not present at a duly called regular meeting or special meeting of the Board, then the vacant seat(s) shall be filled by the highest ranked Alternate(s) present. Alternates shall be upgraded in accordance to their rank with the highest ranked Alternate seated first. If a Director whose seat has been filled by an Alternate should arrive late to a Board meeting, then the Director shall be seated; the lowest ranked Alternate will be downgraded. At no time shall the upgrading of Alternates violate the provisions of Article VI of these bylaws. If there are not alternates eligible to be seated, then the seat shall remain vacant and counted as such for the purposes of establishing a quorum.

PERMANENT UPGRADING OF ALTERNATES

Any Director position that becomes vacant through resignation, removal, or death shall be filled by the highest ranked Alternate. The term of the position shall be until the next annual meeting, at which time there shall be an election to fill the position for the remainder of the unexpired term. At no time shall the upgrading of Alternates violate Article VI of these bylaws. If no Alternate is eligible for upgrading, then the vacant seat shall remain vacant until the next election and shall not be counted in the establishment of a quorum.

VACANCIES, REMOVAL AND RESIGNATION OF ALTERNATES

Any vacancies that occur between the annual elections shall remain vacant for the duration of the unexpired term. Any Alternate may be removed from office, with or without cause, by a two-thirds vote from the entire membership of the Board of Directors at a regular or special meeting of the Board called for that purpose, but with due notification to be heard thereon.

An Alternate may resign at any time by giving written notice to the Board, or to the Chair. Unless the written notice says otherwise, the resignation will take effect when it is delivered.

ARTICLE VII: OFFICERS OF THE BOARD AND THEIR DUTIES

There shall be four officers of the board, consisting of a chair, vice-chair, secretary and treasurer. No person shall hold two (2) offices at one time. Except as provided in these bylaws, the Board of Directors shall fix the powers, duties, and compensation of all officers.

ELECTION, TERM OF OFFICE AND QUALIFICATIONS:

The officers shall be elected by the Board from among its members at the yearly election of Board members. The officers shall serve for one year or until their successors shall have been elected or until their earlier resignation, removal from office, or death. Any officer may be removed from office at any time by the vote of seven-tenths of the entire membership of the Board, with or without cause, but with notification of such action and the right to be heard prior to the vote.

If there is a vacancy among the officers of the Organization for reasons of death, resignation, or otherwise, such vacancy shall be filled for the unexpired term by the Board at the regular meeting or a special meeting called for that purpose.

CHAIR

The Chair shall have the power of general management of the business of the Organization. They shall preside or delegate such authority at all meetings of the Board of Directors and be the chief executive officer of the Organization to ensure that all orders and resolutions of the Board are carried into effect. They shall be a member ex-officio of all committees and considered “President” of the Organization for the sole purpose of carrying out the duties of signatory agent and for the execution of documents on behalf of the Organization under that title. The Chair shall be entitled to vote on all matters before the Board or Executive Committee in the same manner as any other delegate to the bodies. In general, the Chair shall perform all duties usually incident to the office and other such duties as the Board may prescribe.

VICE-CHAIR

The Vice-Chair shall have powers and perform such duties as may be specified in the bylaws or prescribed by the Board of Directors or by the Chair. In the event of absence or disability of the Chair, the Vice-Chair shall succeed to his/her power and duties.

SECRETARY

The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained. They shall give proper notice of meetings to the Directors. They shall sign and execute documents as may be necessary to the transaction of business of the Organization and perform such duties as prescribed by the Board of Directors or by the Chair.

TREASURER

The Treasurer will keep accurate accounts of all monies of the Organization received or disbursed. They shall render to the Board of Directors or the Chair, whenever required, an account of the financial condition of the Organization and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair. They shall be responsible for supervising the receipt, deposit, and disbursement of the funds of the Organization in accordance with the policies established by the Board of Directors. The Treasurer shall provide a report of finances at each board meeting. The treasurer shall assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public.

ARTICLE XIII: COMMITTEES

The Board of Directors may appoint such other committees and delegate to such committees such power and responsibilities as it may from time to time deem appropriate. Any member of the Organization is eligible to serve and participate in the committees. When a committee is formed, the board will:

- a. Identify the committee as either standing or temporary.
- b. Identify the major purpose and tasks of the committee.
- c. Identify the members of the committee from the Board and appoint a committee chair when necessary.

All committees will report to the Board on their activities monthly. Committees will have such officers as the Committee deems necessary.

Any action taken by a committee formed between this Organization and other community Organizations is to be forwarded to this Organization for consideration and action by the Board of Directors.

ARTICLE IX-AMENDMENTS TO THE BYLAWS

By Membership: These bylaws may be amended by the members of the Organization as follows:

- a. The Board of Directors may propose an amendment to the bylaws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at meeting of members; or
- b. Any five (5) members may set forth a proposed amendment by them subscribed, which petition shall be filed with the Secretary of the Organization. Notice of the meeting of the members stating the proposed amendment, shall be given to each member entitled to vote on the proposed amendment and to each board member. If notice required by this clause has been given, the proposed amendment may be adopted at any meeting of the members by a seven-tenths (7/10) vote of those present and voting.

By Board of Directors: These bylaws may be amended by the Board of Directors of the Organization as follows:

- a. The members of the Organization may by a majority vote of the members voting at a meeting duly called for the purpose, authorize the Board of Directors, subject to clause (c), to exercise from time to time the power of amendment by these bylaws in the manner prescribed in clause (b).
- b. When the members have authorized the Board of Directors under clause (a) to amend these bylaws, the Board of Directors, by a seven-tenths (7/10) vote of Directors who are present and entitled to vote on the proposed amendment, may amend these bylaws at any meeting of the Board. Notice of the meeting and of the proposed amendment shall be given.

- c. The members, by a majority vote of the members voting at a meeting duly called for that purpose, may prospectively revoke the authority of the Board to exercise the power of the members to amend these bylaws.

ARTICLE X: CONFLICT OF INTEREST STATEMENT

A member who receives any direct financial benefit from, or serves on, the Board of Directors of any Organization or project that is being considered by NEPNA or by any of the Organization's task forces or committees, its Board of Directors, or membership, must declare that affiliation and shall abstain from voting on any related matters. All members of the Board of Directors will receive and sign a copy of the NEPNA fiduciary policies of non-disclosure, confidentiality and a copy of the conflict of interest policy.

ARTICLE XI: AFFIRMATIVE ACTION STATEMENT

No person shall be discriminated against by NEPNA in its hiring policies, delivery of services, or other corporate business on the basis of race, color, creed, religion, ancestry, national origin, sex, affectional preference, disability, age (18 or 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.

Affirmative Action is not mere passive non-discrimination. It is action including procedures, methods, and practices which will equalize opportunities relating to all means of participation in NEPNA, including members and staff. NEPNA encourages people and Organizations to make recommendations about how NEPNA can act affirmatively in increasing participating in NEPNA and its activities, including the recruiting of members and adding names of people, Organizations, and businesses to NEPNA's mailing list to receive newsletters and meeting notices.

One (1) election shall be held each year (in November) providing an opportunity each year for new people to be elected to the Board. An Affirmative Action statement shall be read at this election by the Chair prior to the opening of nominations.

NEPNA will submit notice of its regular meetings (general, board and committee) plus notices of its elections for NEPNA Board members to the "Northeaster" prior to publishing deadlines; and send notice to the "Northeaster" of special meetings as soon as they are scheduled.

ARTICLE XII: PROCEDURE FOR DEALING WITH COMPLAINTS

Any complaint against NEPNA, or any of its activities, shall be made in writing and directed to any officer of the board. The board shall act upon the merits of the complaint within thirty days.

ARTICLE XIII: INDEMNIFICATION

The Organization, acting through its Board of Directors, unless otherwise stated in stated bylaws, may be permitted from time to time by the statutes and decisional law of the State of Minnesota, or by any other application rules or principles of the law, indemnify each officer of the Organization against the expense of any action to which they were or are a party, or it threatened to be made a party thereof by reason of the fact that they are or were an officer of the Organization. Any provision in the bylaws 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 the courts, or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board of Directors.